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**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2902264

The Registrar of Companies for England and Wales hereby certifies that
WINVIEW LIMITED

having by special resolution changed its name, is now incorporated
under the name of
TERRACE HILL LEASING LIMITED

Given at Companies House, Cardiff, the 10th March 1994


MRS. L. PARRY

For the Registrar of Companies



C O M P A N I E S H O U S E

Company No. 2902264



WINVIEW LIMITED

WRITTEN MEMBERS' RESOLUTION

PURSUANT TO
S.381A COMPANIES ACT 1985

PURSUANT TO Section 381A of the Companies Act 1985 ("the Act") and pursuant to the Articles of Association of the Company and Regulation 53 of Table A (as defined therein) we, RYSAFFE NOMINEES (CI) LIMITED being the sole member of the Company entitled at the date hereof to receive notice of, attend and vote at general meetings of the Company HEREBY AGREE AND CONFIRM that the following resolution shall for all purposes have effect as if it had been passed as special resolution at a general meeting of the Company duly convened and held and accordingly we HEREBY RESOLVE:-

"THAT the name of the Company be and is hereby changed to Terrace Hill Leasing Limited"

R Hancock
.....
[ROSEMARIE HANCOCK]
a director duly
authorised on behalf of
Rysaffe Nominees (CI) Limited

Dated: 19th March

1994