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CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

Company No. 2909098

The Registrar of Companies for England and Wales hereby certifies that MIDDLETON BOTANIC GARDEN

having by special resolution changed its name, is now incorporated under the name of THE NATIONAL BOTANIC GARDEN OF WALES

Given at Companies House, Cardiff, the 12th September 1996

C02909098B

G. WOOKEY

For the Registrar of Companies



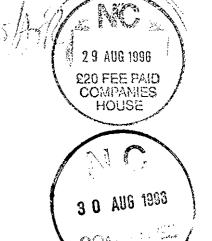
COMPANY NO. 2909098

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTIONS OF

MIDDLETON BOTANIC GARDEN



Notice is hereby given that pursuant to a resolution signed by all the directors of the Company in accordance with article 59 of the Company's Articles of Association, the following resolution was passed as a Special Resolution on the 28th day of August 1996.

That the name of the Company be changed to The National Botanic Garden of Wales.

Divector

