

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2939493

The Registrar of Companies for England and Wales hereby certifies that
W & F C BONHAM AND SONS LIMITED

having by special resolution changed its name, is now incorporated
under the name of
BONHAMS & BROOKS LIMITED

Given at Companies House, Cardiff, the 16th November 2000



C02939493F



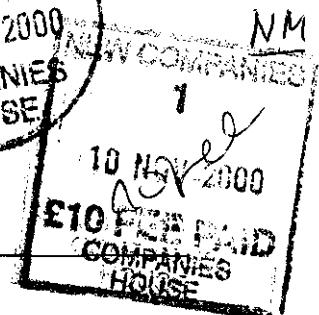
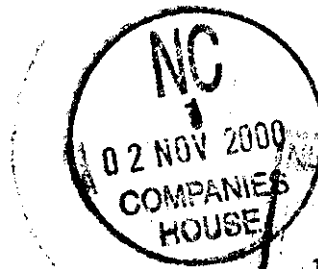
THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC006B

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COMPANIES ACT
WRITTEN RESOLUTION
OF

NAME OF EXISTING COMPANY: W & F C Bonham & Sons Limited

COMPANY NUMBER: 2939493

We the undersigned, being all the members of the above company, for the time being entitled to receive notice of, attend and vote at General Meetings, hereby unanimously pass the following resolution and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the company duly convened and held.

It is resolved that the name of the company be changed to:

Bonhams & Brooks Limited

Dated this 31st day of October 20 00

Signed

LOUWHAN BROOKS LTD.

Please insert name and address to which the certificate is to be sent:

N R THOMPSON
COMPANY SECRETARY
W & F C BONHAM & SONS LIMITED
MONTPELIER STREET
LONDON SW7 1HH.



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