

FILE COPY



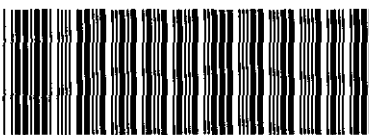
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2992333

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

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

Given at Companies House, Cardiff, the 10th June 2004



C029923339



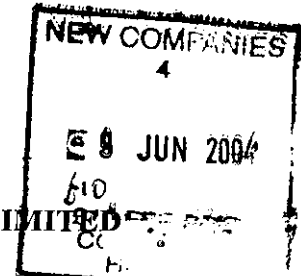
THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

100806/25.

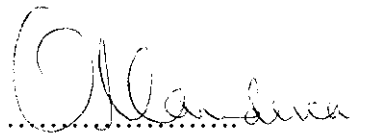
THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION of OLIVIA MANDUCA LIMITED
PASSED 27th May 2004



At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at the registered office address on 27th May 2004 the subjoined Resolution was duly passed as a **SPECIAL RESOLUTION**, viz:

THAT the name of the Company be changed to:

MANDUCA & WALSH LIMITED


Chairman



2

1. [illegible]
2. [illegible]
3. [illegible]
4. [illegible]
5. [illegible]
6. [illegible]
7. [illegible]
8. [illegible]
9. [illegible]
10. [illegible]

1. [illegible]
2. [illegible]
3. [illegible]
4. [illegible]
5. [illegible]
6. [illegible]
7. [illegible]
8. [illegible]
9. [illegible]
10. [illegible]