

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 3092253

The Registrar of Companies for England and Wales hereby certifies that  
QUAYSHELFCO 510 LIMITED

having by special resolution changed its name, is now incorporated  
under the name of  
GOLDWELL MARKETING COMMUNICATIONS LIMITED

Given at Companies House, Cardiff, the 18th September 1995

  
M. LEWIS



\*C03092253H\*

For the Registrar of Companies



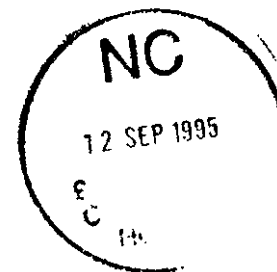
C O M P A N I E S H O U S E

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## PRINT OF RESOLUTIONS OF MEETING

Company Number: 3092253

QUAYSHELFCO 510 LIMITED ("the Company")



At an Extraordinary General Meeting of the Company duly convened and held on 13<sup>th</sup> September 1995 the following resolutions were carried as Special Resolutions as appropriate:

### SPECIAL RESOLUTIONS

- 1 That, the name of the Company be changed to Goldwell Marketing Communications Limited.
- 2 That, the objects of the Company as set out in its Memorandum of Association be and they are hereby altered by the insertion of the following new sub-clauses and a consequent relettering of subsequent clauses:-
  - "A To carry on the business of marketing and market research and general economic or commercial research and to act as consultants and advisers to persons, firms or companies requiring the research services provided by the Company and printers, graphic designers or publishers of all kinds (including without limitation trade and other periodicals, newspapers, magazines, books and journals), advertising and publicity agents in all their branches, journalists, press photographers and press cutting agents in all their respective branches, market research and mail order specialists, general, lithographic, photostatic and photographic printers, blockmakers, paper and ink manufacturers and dealers and stationers.
  - B To undertake typing, copying, duplicating, the use and creation of electronic files, optical files and syquestic discs, addressing, engraving, lithographing and photographing, stereotyping, printing, bookbinding, adding and calculating, translating and advertising work of all kinds; and to supply secretaries, accountants, registrars, reports, shorthand writers, typists, copyists and secretarial, clerical and other assistance of all kinds.
  - C To carry on the business of commercial artists, industrial artists, advertising artists, artistic consultants, photographers, designers and illustrators, publicity agents and contractors, sales consultants and specialists, exhibition, display and window dressing specialists; and to undertake and transact agency work of all kinds for advertising agents and contractors."

### ORDINARY RESOLUTIONS

- 3 That the authorised share capital of the Company be and it is hereby increased from £100 to £1,000 by the creation of 900 additional shares of £1 each.



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- 4 That pursuant to Section 80 of the Companies Act 1985 ("the Act") the Directors be and they are hereby authorised generally and unconditionally to allot relevant securities (as defined in Section 80 of the Act) up to an aggregate nominal amount of £1,000 provided that this authority, unless renewed, shall expire on the date five years from the date of which this resolution is passed save that the Company may before such expiry make an offer or agreement which would or might require relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

.....*R R Hawes*.....  
Chairman