

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

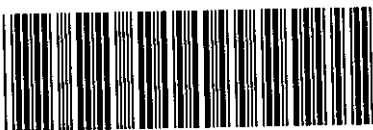
Company No. 3096874

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

having by special resolution changed its name, is now incorporated  
under the name of  
MAI DELAWARE INVESTMENTS LIMITED

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

*E. P. Owen*  
MRS. E. P. OWEN



\*C03096874B\*

For the Registrar of Companies



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

HC006B

Company Number: 3096874



WRITTEN RESOLUTION OF CLUBAGENT LIMITED

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We, the undersigned, being all the members of the above named company to receive notice of and to attend and vote at general meetings of the company hereby pass the following written resolution and agree that the said resolution shall for the purposes be valid and effective as if the same had been passed at an extraordinary meeting duly convened and held.

It is hereby resolved that the name of the company be changed to MAI Delaware Investments Limited.

*SMH*

For and on behalf of MAI Delaware Finance Limited

Dated: 4/01/96

