

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3123464

The Registrar of Companies for England and Wales hereby certifies that
DUTTON CAMPBELL DIXON LIMITED

having by special resolution changed its name, is now incorporated
under the name of
MADISON GROUP LIMITED

Given at Companies House, Cardiff, the 22nd December 2004



C03123464L



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B

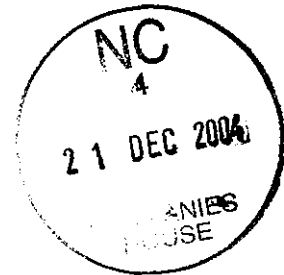
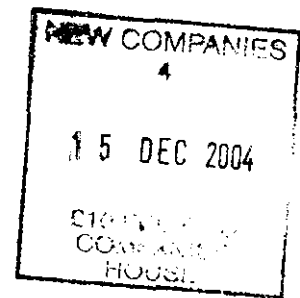
COMPANY NO: 3123464

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION

of

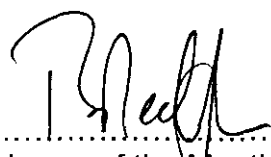
DUTTON CAMPBELL DIXON LIMITED

(passed 14 December 2004)



At an extraordinary General Meeting of the above company duly convened and held 14 December 2004 the following resolution was duly passed as a special resolution:

"That the name of the company be changed to Madison Group Limited"


.....
Chairman of the Meeting



A18
COMPANIES HOUSE
AUG
COMPANIES HOUSE

0543
21/12/04
0103
15/12/04