FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

Company No. 3198330

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

having by special resolution changed its name, is now incorporated under the name of ROUSE & CO. INTERNATIONAL (HOLDINGS) LIMITED

Given at Companies House, Cardiff, the 9th July 1996



C031983308

A.F. FLETCHER

For the Registrar of Companies



Company No: 3198330

Special

Resolution

The Companies Act 1985

Private Company Limited by Shares

of MALTPRIDE LIMITED

At an Extraordinary General Meeting of the above-named Company duly convened and held at Classic House, 174-180 Old Street, London EC1V 9BP on 7th June, 1996 the following SPECIAL RESOLUTION was duly passed, viz:-

Resolution

That the name of the Company be changed to:

ROUSE & CO. INTERNATIONAL (HOLDINGS) LIMITED

Signed

For and on behalf of

Waterlow Nominees Limited