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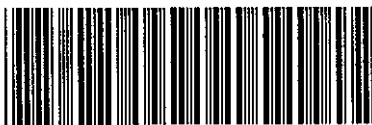
**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 3202646

The Registrar of Companies for England and Wales hereby certifies that  
HWP SHELF CO 100 LIMITED

having by special resolution changed its name, is now incorporated  
under the name of  
SECRETARIAL CO (1996) LIMITED

Given at Companies House, Cardiff, the 21st June 1996



\*C03202646K\*

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

For the Registrar of Companies



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

HC006B



**THE COMPANIES ACTS 1985 AND 1989**

**PRIVATE COMPANY LIMITED BY SHARES**

**SPECIAL RESOLUTIONS**

**OF**

**HWP SHELF CO 100 LIMITED**

At an Extraordinary General Meeting of the Company duly convened and held at 22 Kings Park Road Southampton Hampshire SO15 2UF on 5 June 1996 the following Resolutions were duly passed as Special Resolutions:-

**1 CHANGE OF NAME**

That the name of the Company be changed to "Secretarial Co (1996) Limited".

**2 ALTERATION OF OBJECTS**

That the memorandum of association of the Company be hereby altered by inserting in the place of clause 3.1 a new clause 3.1 as follows:-

- 3.1 3.1.1 to carry out the functions of a secretarial company and to provide managerial, secretarial, accounting, legal, insurance, administrative, technical, financial, commercial or any other services or facilities for or otherwise to assist the Company's holding company and any other company in which the Company's holding company has an interest and to make or enter into any arrangements which may seem desirable in respect of any such company or companies;



3.1.2 to carry out the functions of a group holding company (whether or not the Company is at the same time carrying on any other business) and to provide all the services referred to in paragraph 3.1.1 above;

3.1.3 to carry on all or any of the businesses of company secretary or company director either alone or jointly with any other person or persons for any other company or companies incorporated in any part of the world or for any other association of whatsoever nature; and

3.1.4 to carry on business as a general commercial company and accordingly to carry on any trade or business whatsoever and to do all such things as are incidental or conducive to the carrying on of any trade or business by it;

### 3 ALTERATION OF ARTICLES

That the regulations produced to the meeting and signed by the Chairman for identification purposes be hereby adopted as the new articles of association of the Company in substitution for all existing regulations.

Dated 5 June 1996

Sha Heres

.....  
Duly authorised signatory for and  
on behalf of HWP Secretaries Limited  
(Company Secretary)