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**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3216892

The Registrar of Companies for England and Wales hereby certifies that
CHARIS (55) LIMITED

having by special resolution changed its name, is now incorporated
under the name of
UK DEPENDENT TERRITORIES CONSERVATION FORUM

Given at Companies House, Cardiff, the 6th August 1996

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



C032168925

For the Registrar of Companies



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

HC006B

No. 3216892



THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

SPECIAL RESOLUTION

- of -

CHARIS (55) LIMITED

(Passed on 23 July 1996)

At an Extraordinary General Meeting of the Company duly convened and held at 66 Lincoln's Inn Fields, London WC2A 3LH on the date specified above the following Resolution was passed as a Special Resolution:-

RESOLUTION

IT WAS RESOLVED THAT:

1. the name of the Company be changed to "UK Dependent Territories Conservation Forum".
2. the Memorandum of Association be amended by adopting Clauses 3 and 4 of the draft annexed hereto and initialled by the Chairman for the purposes of identification in substitution for Clauses 3 and 4 of the existing Memorandum of Association of the Company.



3. there be adopted as the Articles of Association of the Company the regulations set out in the new Articles of Association attached hereto and initialled by the Chairman for the purposes of identification in substitution for the existing Articles of Association of the Company.



Chairman