

FILE COPY



CERTIFICATE OF INCORPORATION
ON RE-REGISTRATION OF A PUBLIC COMPANY
AS A PRIVATE COMPANY

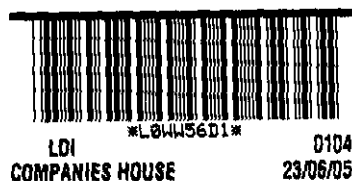
Company No. 3288116

The Registrar of Companies for England and Wales hereby certifies that

SOHO HOUSE LIMITED

formerly registered as a public company has this day been re-registered under the Companies Act 1985 as a private company, and that the company is limited.

Given at Companies House, London, the 23rd June 2005

A rectangular box containing a handwritten signature and the printed name PHIL MARTIN below it.

PHIL MARTIN

For The Registrar Of Companies



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