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**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3334029

The Registrar of Companies for England and Wales hereby certifies that
MEADOWS REALISATIONS 1999 LIMITED

having by special resolution changed its name, is now incorporated
under the name of
THE VENTURE PARTNERSHIP (INVESTMENTS) LIMITED

Given at Companies House, Cardiff, the 13th April 2000



C03334029C



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

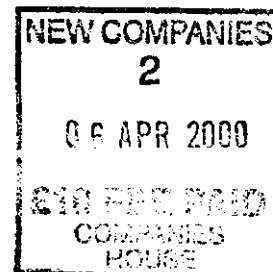


C O M P A N I E S H O U S E

C006

100230

Company Number 3334029



Companies Act 1985
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

MEADOWS REALISATIONS 1999 LIMITED

Pursuant to section 381 of the Companies Act 1985 (the act) we the undersigned members of the above named company being all the members who at the date hereof are entitled to attend & vote at a general meeting of the company hereby resolve as follows such resolution to take effect as a special resolution:-

That the name of the company be changed forthwith from Meadows Realisations 1999 Limited to:

The Venture Partnership (Investments) Limited

Dated 1st April 2000

Simon Major Arthur

Michelle Jane Evans

