

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3397518

The Registrar of Companies for England and Wales hereby certifies that
VELOCITY 202 LIMITED

having by special resolution changed its name, is now incorporated
under the name of
WYNCHGATE HOLDINGS (1997) LIMITED

Given at Companies House, Cardiff, the 7th August 1997



C033975186


MRS. L. PARRY

For the Registrar of Companies



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

HC006B

84380/HK

No. 3397518

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES



SPECIAL RESOLUTION

of

VELOCITY 202 LIMITED
("THE COMPANY")



Pursuant to Section 381A of the Companies Act 1985 the following special resolution was duly passed by the Company by way of a written resolution on 29 July 1997:-

THAT the name of the Company be changed to Wynchgate Holdings (1997) Limited.

Signed on behalf of the sole member of the Company who at the date hereof is entitled to attend and vote at any general meeting of the Company.

Vrs Jh Goo

For and on behalf of Velocity Company
(Holdings) Limited

Dated: *29 July 1997*