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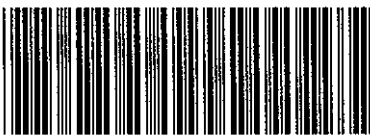
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3398022

The Registrar of Companies for England and Wales hereby certifies that
SCHOULZ & FRIENDS LONDON LIMITED

having by special resolution changed its name, is now incorporated
under the name of
SCHOLZ & FRIENDS LONDON LIMITED

Given at Companies House, Cardiff, the 25th September 1997



C03398022O

For the Registrar of Companies



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

HC006B

Number of Company: 3398022

The Companies Act 1985

RECEIVED UNSTAMPED 6/10

20/9/97

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
(pursuant to Section 378 of the Companies Act 1985)

OF

SCHOLZ & FRIENDS LONDON LIMITED

BY RESOLUTION IN WRITING

on 10 day of September 1997, the subjoined SPECIAL RESOLUTION was duly passed viz:

RESOLUTION

1. THAT the name of the Company be changed to:

SCHOLZ & FRIENDS LONDON LIMITED

Signature: 

To be signed by the
Chairman, a Director or the
Secretary of the Company.