

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3496155

The Registrar of Companies for England and Wales hereby certifies that
SPRING BANK MANAGEMENT SERVICES LIMITED

having by special resolution changed its name, is now incorporated
under the name of
SBMS PREDECESSOR LIMITED

Given at Companies House, Cardiff, the 2nd October 2000



C034961551



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

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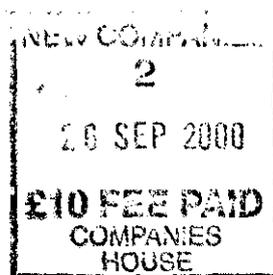
THE COMPANIES ACTS

WRITTEN RESOLUTION

OF

SPRING BANK MANAGEMENT SERVICES LIMITED

(COMPANY NUMBER 3496155)



We, the undersigned, being the sole member of the above named Company, for the time being entitled to attend and vote at General meetings, hereby pass the following resolution and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

1. That the name of the company be changed to SBMS PREDECESSOR LIMITED

DATE

SIGNATURE

NAME OF MEMBER

20 SEPTEMBER 2000

SPRING RAM HOLDINGS PLC



A26 *AEQCPUGH* 0317
 COMPANIES HOUSE 26/09/00