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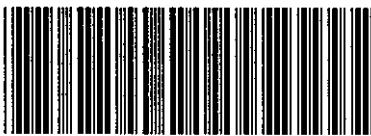
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3502278

The Registrar of Companies for England and Wales hereby certifies that
QUEENSWOOD 98 LIMITED

having by special resolution changed its name, is now incorporated
under the name of
EMW DIRECTORS LIMITED

Given at Companies House, Cardiff, the 9th July 1999



C035022788



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC006B

006535 9/7
Company Number: 3502278

THE COMPANIES ACTS 1985 & 1989
A PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

-OF-

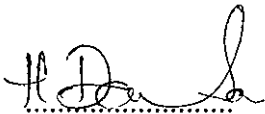
QUEENSWOOD 98 LIMITED ("the Company")

At an Extraordinary General Meeting of the Company duly convened and held at Seckloe House, 101 North 13th Street, Central Milton Keynes, MK9 3NU on the 2nd day of July 1999 the following Resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

THAT the name of the Company be changed to EMW DIRECTORS LIMITED.

DATED: 2nd July 1999



SECRETARY

