

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3513344

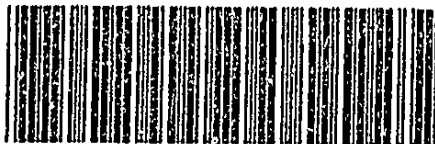
The Registrar of Companies for England and Wales hereby certifies that

GARTELLA LIMITED

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

HAVANA HOLDINGS (UK) LIMITED

Given at Companies House, London, the 30th March 1998



C03513344T

MR J MAYNE

For The Registrar Of Companies



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

02-04-98

Company No. 3513344



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF THE MEMBERS OF

GARTELLA LIMITED

We, the undersigned, being all the Members of the above Company for the time being having a right to attend and vote at General Meetings, hereby pass the following Resolution in accordance with Section 381A of the Companies Act 1985 as inserted by Section 113 of the Companies Act 1989:

SPECIAL RESOLUTION

THAT, subject to the consent of the Department of Trade and Industry, the name of the Company be changed to HAVANA HOLDINGS (UK) LIMITED

Signed M R Aucott Date Signed: 30 March 1998
M R Aucott

Signed K E Ringsell Dated Signed: 30 March 1998
K E Ringsell

PRESENTED BY: DELOITTE & TOUCHE, Hill House, 1 Little New Street, London EC4A 3TR

S/DAY £100
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