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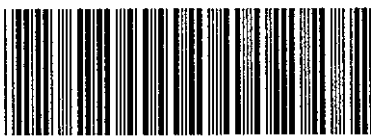
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3553623

The Registrar of Companies for England and Wales hereby certifies that
SHELFCO (NO.1471) LIMITED

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

Given at Companies House, Cardiff, the 4th November 1998



C035536233



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC006B

06314 cgs

Company No. 3553623



**THE COMPANIES ACTS 1985 AND 1989
PRIVATE COMPANY LIMITED BY SHARES**

RESOLUTION

of

SHELF CO (NO. 1471) LIMITED

(the "Company")



On 16th October 1998 the sole member of the Company made the following resolution having the effect of a special resolution of the Company passed in general meeting:

SPECIAL RESOLUTION

THAT the name of the Company be changed to:

FLEXIGROUP HOLDINGS LIMITED

NEAL SAUL MANUEL
(the sole member of the Company)

