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CERTIFICATE OF INCORPORATION

ON RE-REGISTRATION OF PRIVATE COMPANY

AS A PUBLIC COMPANY

Company No. 3562123

The Registrar of Companies for England and Wales hereby certifies that

ROTHMANS FINANCE PLC

formerly registered as a private company has this day been reregistered under the Companies Act 1985 as a public company and that the company is limited.

Given at Companies House, London, the 8th July 1998

L. KOMU MRS. L. BARNES

For The Registrar Of Companies



