

FILE COPY



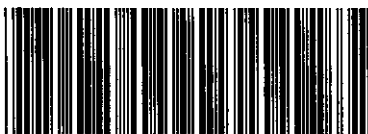
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3610855

The Registrar of Companies for England and Wales hereby certifies that
SUSSEX PLACE INVESTMENT MANAGEMENT LIMITED

having by special resolution changed its name, is now incorporated
under the name of
SUSSEX PLACE VENTURES LIMITED

Given at Companies House, Cardiff, the 23rd May 2002



C03610855M



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

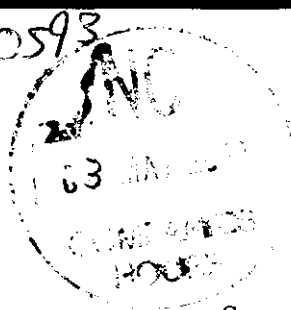


Companies House
— for the record —

HC006B

100593

CON 43243 FPA



03610855

Company number: 2886178

Sussex Place Investment Management Limited

Special resolution of Members passed on 1 May 2002

That the name of the Company be changed to **Sussex Place Ventures Limited**

Chairman

Date

26 April 2002



A26
COMPANIES HOUSE
COMPANIES HOUSE

AQ5UUA23

0368
21/05/02
03/05/02

I consent to the Meeting being held at short notice

Signed

J Bates

date

Signed

M Williams

date

22/4/02

Signed

M Cameron

date

23.04.02

MC
L. S.

Signed

M Stoddart

date

26.04.02

MS
L. S.

We appoint John Bates as our proxy, to vote in favour of the resolution on 1 May 2001

Signed

M Cameron

date

23.04.02

X

Signed

M Stoddart

date

26 APRIL 2002

X