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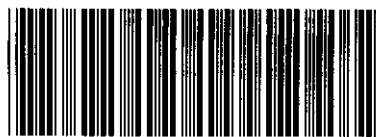
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3636143

The Registrar of Companies for England and Wales hereby certifies that
NO. 1 GYM CLUB LIMITED

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

Given at Companies House, Cardiff, the 15th December 2003



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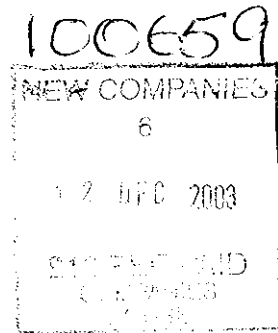
THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B

COMPANIES ACTS
WRITTEN RESOLUTION
OF



NAME OF EXISTING COMPANY: No. 1 GYM CLUB LIMITED

COMPANY NUMBER: 03636143

We the undersigned, being all the members of the above company, for the time being entitled to receive notice of, attend and vote at General Meetings, hereby unanimously pass the following resolution and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the company duly convened and held.

It is resolved that the name of the company be changed to:~

STEEDS SCOTT LIMITED

Dated this 3RD day of DECEMBER 2003.

Signed Susan Steeds
KBS Steeds

Notes :

- The resolution must be delivered to Companies House within 15 days of it being passed.
- A £10 fee is required to change the name (cheques made payable to "Companies House").
- Have you checked whether the new name is available at www.companieshouse.gov.uk ?
- Please provide the name and address to which the certificate is to be sent.

