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CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

Company No. 3693627

The Registrar of Companies for England and Wales hereby certifies that SPEED 7457 LIMITED

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

Given at Companies House, Cardiff, the 5th February 1999



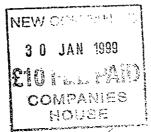
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Company No: 3693627

Special Resolution



L 20205,

The Companies Act 1985

Private Company Limited by Shares

of SPEED 7457 LIMITED

At an Extraordinary General Meeting of the above-named Company duly convened and held at 6-8 Underwood Street,

London N1 7JQ

on 26th January, 1999

the following SPECIAL RESOLUTION was duly passed, viz:-

Resolution

That the name of the Company be changed to:

WITH GRACE LIMITED

d. Lynn

Signed

For and on behalf of Waterlow Nominees Limited

Waterlow Legal & Company Services 6-8 Underwood Street, London, N1 7JQ Telephone 0171-250 3350 Fax 0171-608 0867 DX 122031 Finsbury 3