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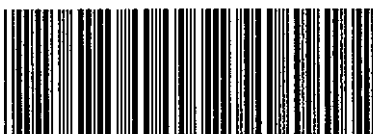
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3697164

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

having by special resolution changed its name, is now incorporated
under the name of
LATIUM GROUP LIMITED

Given at Companies House, Cardiff, the 1st July 1999



C036971640



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC006B

PlusPerfect Limited
Phoenix Centre
Road One
Winsford Industrial Estate
Winsford
Cheshire
CW7 3PZ
(Registered Number: 3697164)

CON 125 27 CRE



**THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES**

COMPANY NO. 3697164

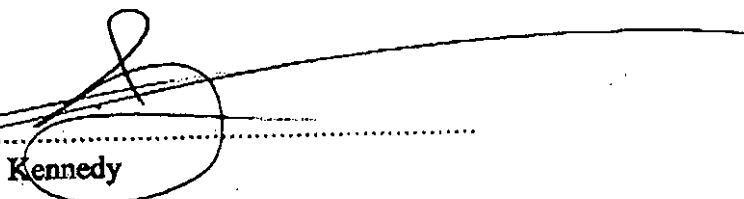
SPECIAL RESOLUTION OF PLUSPERFECT LIMITED

At an Extraordinary General Meeting of the above named Company duly convened and held on the seventeenth of June, 1999 the following resolution was passed as a Special Resolution:

SPECIAL RESOLUTION

In accordance with section 28 (1) of the Companies Act 1985, the name of the Company be changed to:

LATIUM GROUP LIMITED

Signed 
Brian G. Kennedy
Chairman