

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3731111

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

having by special resolution changed its name, is now incorporated
under the name of
RIVENDELL (HOLDINGS) LIMITED

Given at Companies House, Cardiff, the 30th March 2005



C03731111T



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



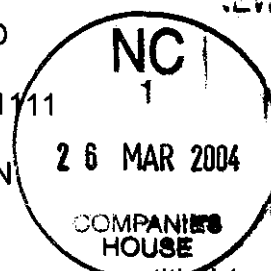
Companies House
— for the record —

HC006B

Co. 2/11088

AB 114186/10

MCG EUROPE LIMITED
COMPANY NUMBER 03731111
WRITTEN RESOLUTION




2 MAR 2005

We the undersigned, being all the members of the Company entitled to attend and vote at General Meetings of the Company, if convened, to consider the following resolution, hereby resolve in writing by way of Special Resolution pursuant to Section 381(a) of the Companies Act 1985 as follows:

That the name of the Company be changed from MCG Europe Limited to Rivendell (Holdings) Limited.

Dated this 10th day of MARCH 2005

Signed 
JAMES MCAULAY

Signed 
IVAN JAMES FERRIS

Signed 
ALISTAIR DUNCAN SPOWART

