

FILE COPY



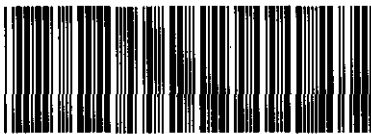
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3804896

The Registrar of Companies for England and Wales hereby certifies that
ZENITH UK HOLDINGS LIMITED

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

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



C03804896T



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B

COMPANIES ACTS 1985-1989

100183/30

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF THE SOLE MEMBER
OF ZENITH UK HOLDINGS LIMITED (THE "COMPANY")
COMPANY NUMBER 03804896

5002 JIS 6 Z

DATED 1st JUNE 2005

We, the undersigned shareholders of the above mentioned Company for the time being entitled to receive notice of and to attend and vote at general meetings of the Company, hereby pass the following resolution as a written resolution pursuant to section 381A of the Companies Act 1985.

WRITTEN RESOLUTION

THAT the name of:

Zenith UK Holdings Limited be changed to ZUK Holdings Limited

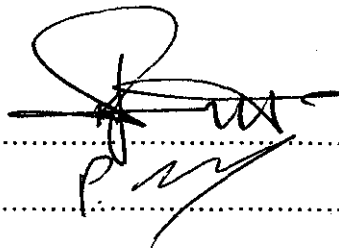
Ken Acott

Patrick Tilley

John O'Shea

Tony Evans

Zenith Participations



1st June 2005.
DATE