

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3807755

The Registrar of Companies for England and Wales hereby certifies that

INGLEBY (1215) LIMITED

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

LONGVILLE GROUP LIMITED

Given at Birmingham, the 4th October 1999



C038077553

H. Gumbs.

H. GUMBS (MISS)

For The Registrar Of Companies



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

Company Number: 3807755

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THE COMPANIES ACTS 1985-1989

WRITTEN RESOLUTIONS

OF

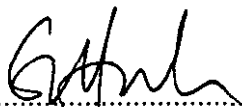
INGLEBY (1215) LIMITED ("the Company")

I, being the sole member entitled to receive notice of and to attend and vote at general meetings of the Company, hereby resolve and agree that the following resolution shall take effect as a SPECIAL RESOLUTION pursuant to and in accordance with Section 381A of the Companies Act 1985:

SPECIAL RESOLUTIONS

- 1 THAT the name of the Company be changed from "Ingleby (1215) Limited" to "Longville Group Limited".

Dated... 28.9.1999


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Eric Hook