

**FILE COPY**



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 3950639

The Registrar of Companies for England and Wales hereby certifies that

STREET NAMES PLC

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

STREETNAMES PLC

Given at Companies House, London, the 11th May 2000



\*C03950639A\*

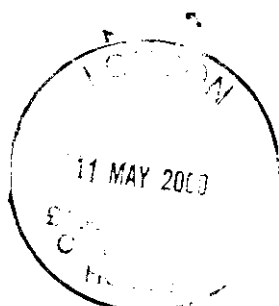
A handwritten signature in dark ink, appearing to read 'R. Davis'.

R. DAVIS

For The Registrar Of Companies



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



Company No. 3950639

## STREET NAMES PLC

The resolutions set out below were duly passed as resolutions in writing pursuant to Section 318A of the Companies Act 1985 on 10 May 2000:

- 1 THAT the authorised share capital of the Company be increased to £2,500,000 by the creation of 2,450,000 ordinary shares of £1 each, such shares having attached thereto the rights and restrictions set out in the new articles of association of the Company to be adopted pursuant to paragraph 4 (below).
- 2 THAT each of the existing 2,500,000 ordinary shares of £1 each (both issued and unissued) in the capital of the Company be sub-divided into 100 ordinary shares of 1p each ranking pari passu in all respects.
- 3 THAT:
  - (a) the directors be generally and unconditionally authorised pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise for the period ending on the earlier of date of the next annual general meeting of the Company or the date being fifteen months from the date of this resolution, all the powers of the Company to allot relevant securities up to an aggregate nominal amount of £2,183,333-31;
  - (b) pursuant to and during the period of such authority, the directors be empowered to allot equity securities wholly for cash:
    - (i) in connection with a rights issue; and
    - (ii) otherwise than in connection with a rights issue, up to an aggregate nominal amount of £27,291-66 as if s89(1) of the said Act did not apply to any such allotment;
  - (c) by such authority and power the directors may during such period make offers or agreement which would or might require the making of allotments after the expiry of such period; and
  - (d) for the purposes of this resolution:
    - (i) "rights issue" means an offer of equity securities open for acceptance for a period fixed by the directors to holders of equity securities on the Register on a fixed record date in proportion to their respective holdings of such securities or in accordance with the rights attached to such securities (but subject to exclusion or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in, any territory);
    - (ii) the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights; and

51 Day £100  
N/C  
BB 205006.

- (iii) words and expressions defined in or for the purpose of Part IV of the said Act shall bear the same meanings herein.

4 THAT the articles of association <sup>attached</sup> to this written resolution be and are hereby adopted as the Company's articles of association in substitution for and to the entire exclusion of the existing articles of association.

5 THAT the Company's memorandum of association be amended as follows:

- (a) the existing object set out in paragraph 4(A) be amended by adding the words "and to carry on any business or trade whatsoever" immediately after the last word in that paragraph; and
- (b) the following be inserted into the Company's memorandum of association as a new clause 4(D) and the remaining clauses be re-numbered accordingly:

"The Company may act as an investment, holding and management company in relation to any aspect of its business".

6 THAT the name of the Company be changed to Streetnames plc.

  
Company Secretary