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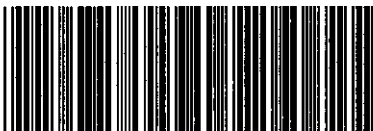
**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 3986733

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

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

Given at Companies House, Cardiff, the 8th September 2000



\*C039867337\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES

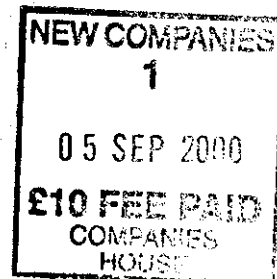


**C O M P A N I E S   H O U S E**

HC006B

013066

Company Number: 3986733



**THE COMPANIES ACT 1985**

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**COMPANY LIMITED BY SHARES**

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**WRITTEN RESOLUTION**

**OF**

**MFTRADITIONALCO HOLDINGS LIMITED**

(PASSED ON 29 AUGUST 2000)

We, the undermentioned, being the sole member of the above-named company entitled to receive notice of and to attend and vote at general meetings of the company, hereby pass the following written resolution as a SPECIAL RESOLUTION and agree that the said resolution shall for this purpose be valid and effective as if the same had been passed at an extraordinary meeting duly convened and held.

IT IS HEREBY RESOLVED THAT:

“the name of the Company be changed to **UBM Holdings Limited.**”

For and behalf of  
Xilerate B/V.

By: J.A.H. Groesbeek  
Title: Managing director

