

**FILE COPY**



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 4045072

The Registrar of Companies for England and Wales hereby certifies that

INT GROUP LIMITED

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

LATTICE GROUP EMPLOYEE BENEFIT TRUST LIMITED

Given at Companies House, London, the 10th August 2001



\*C040450729\*

*1 Grenland*

For The Registrar Of Companies



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

Company No. 4045072

**The Companies Act 1985**

**Company Limited by Shares**

**Resolution**

**of**

**INT GROUP LIMITED**

**10 August 2001**

At an Extraordinary General Meeting of the Sole Member of the Company duly convened and held at 130 Jermyn Street, London, SW1Y 4UR on 10 August 2001, the following resolutions were duly passed as special resolutions:

**SPECIAL RESOLUTIONS**

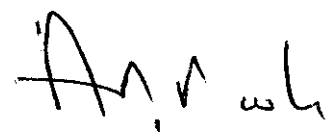
1. "THAT the name of the Company be changed to  
  
Lattice Group Employee Benefit Trust Limited ".
2. "THAT the existing Clause 3 of the Company's Memorandum of Association be deleted and that the following Clause be inserted as the new Clause 3:

The Company's objects are:

- (1) To act as trustee of any fund or of any trust for the provision of shares and other benefits for and in respect of any class or classes of persons who are or have been employed by Lattice Group plc or by any company which is or has been a UK subsidiary or UK associated company of Lattice Group plc and the widows, widowers, children or dependants of any such persons.
- (2) To act as trustee of any trust which is or has been established or which may be established or constituted in connection with the undertaking of Lattice Group plc or any company which is or has been a UK subsidiary or UK associated company of Lattice Group plc, and in particular for the provision of shares for and in respect of all or any persons who are or have been employed in any such undertaking or the widows, widowers, children or dependants of such persons, and in so acting to exercise all powers, authorities and discretions as may from time to time be vested in the Company as a trustee of, or for the purposes of, any such trust.



- (3) To employ staff as may be required to undertake, perform and exercise any trusts, powers, agency business or office of confidence for the promotion of the objects of the Company.
- (4) To delegate such trusts, powers, agency, business or office of confidence to such persons as the Company may think necessary or convenient for the promotion of the objects of the Company.
- (5) To pay and discharge all or any expenses, costs and disbursements and to remunerate any person for services rendered or to be rendered for the promotion of the objects of the Company.
- (6) To act as executor, administrator, manager, agent or attorney of or for any corporation, company, body or person and generally to perform and exercise any trusts, powers, agency, business or office of confidence.
- (7) To purchase or acquire any shares of Lattice Group plc for the provision of benefits for and in respect of all or any persons who are or have been employed in the undertaking of Lattice Group plc or any company which is or has been a UK subsidiary or UK associated company of Lattice Group plc or the widows, widowers, children or dependants of such persons which the Company may think necessary or convenient for the promotion of its objects.
- (8) To sell or dispose of all or any of the shares in the undertaking of Lattice Group plc which it holds for the provision of benefits for and in respect of all or any persons who are or have been employed in the undertaking of Lattice Group plc or any company which is or has been a UK subsidiary or UK associated company of Lattice Group plc or the widows, widowers, children or dependants of such persons which the Company may think necessary, convenient or expedient, with a view to the promotion of its objects.
- (9) To undertake and execute any trusts which may lawfully be undertaken by the Company.
- (10) To do all such other things as are incidental or the Company may think conducive to the attainment of the above objects or any of them.
- (11) To do all such things as aforesaid with or without remuneration.
- (12) The objects specified in each of the foregoing paragraphs of this Clause shall be separate and distinct objects of the Company and accordingly shall not in any way be limited or restricted (except so far as otherwise expressly stated in any paragraph) by reference to or inference from the terms of any other paragraph or the order in which the paragraphs occur or the name of the Company, and none of the paragraphs shall be deemed merely subsidiary or incidental to any other paragraph."

  
SECRETARY