

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4165982

The Registrar of Companies for England and Wales hereby certifies that
SHELFCO (NO.2396) LIMITED

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

LS KINGSWAY LIMITED

Given at Companies House, London, the 18th April 2006



C04165982H



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

161608
Company No. 4165982

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

SHELFCO (NO.2396) LIMITED

("Company")

The undersigned, being the sole member of the above Company entitled to receive notice of, attend and vote at general meetings of the Company, hereby pursuant to the articles of association of the Company passes the following ordinary, special and elective resolutions as a written resolutions which shall have effect as if passed at a general meeting of the Company duly convened and held:

Ordinary Resolutions

1. IT IS RESOLVED THAT the authorised share capital of the Company be increased from ONE THOUSAND POUNDS (£1,000) to TWELVE MILLION POUNDS (£12,000,000) by the creation of eleven million nine hundred and ninety nine thousand (11,999,000) further ordinary shares of one pound value each ranking pari passu in all respects with the existing authorised ordinary shares in the capital of the Company.
2. IT IS RESOLVED THAT the directors be and are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £12,000,000, provided that this authority is for a period expiring five years from the date of this resolution, but the company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired

Special Resolutions

3. IT IS RESOLVED THAT the name of the Company is changed to **LS KINGSWAY LIMITED**
4. IT IS RESOLVED THAT, subject to the passing of the previous resolutions, the directors be and are hereby empowered pursuant to section 95 of the Act to allot equity securities (within the meaning of section 94(2) of the Act) wholly for cash pursuant to the authority conferred by the previous resolutions as if section 89(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:
 - a. in connection with an offer of such securities by way of rights to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings of such shares, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical



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problems under the laws of any territory, or the requirements of any regulatory body or stock exchange, and

- b. otherwise than pursuant to paragraph (a) above, up to an aggregate nominal amount of £12,000,000;

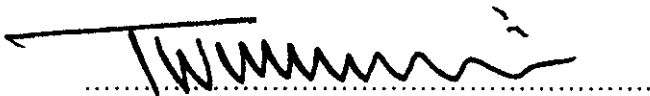
and shall expire five years from the date of the passing of this resolution, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

- 5. IT IS RESOLVED THAT the memorandum of association of the Company be amended in the form attached to this resolution.
- 6. IT IS RESOLVED THAT the articles of association of the Company attached to this resolution be and are hereby adopted as the new articles of association of the Company.

Elective Resolutions

- 7. IT IS RESOLVED THAT the Company dispenses with the laying of accounts and reports before it in general meeting in respect of the current financial year of the Company and every subsequent financial year.
- 8. IT IS RESOLVED THAT the Company dispenses with the holding of annual general meetings in respect of the year in which this resolution is passed and every subsequent year.
- 9. IT IS RESOLVED THAT the Company dispenses with the obligation to appoint auditors annually and the Company's auditors shall be deemed to be re-appointed for each succeeding financial year.

Dated: 18 April 2006



Duly authorised for and on behalf of Mikjon Limited