

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4219991

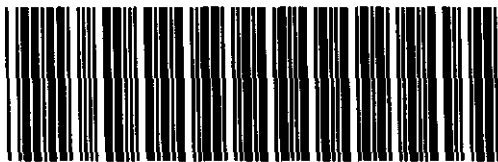
The Registrar of Companies for England and Wales hereby certifies that

SHILLINGCOURT LIMITED

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

FAIRBRIDGE GENERAL PARTNER LIMITED

Given at Companies House, London, the 20th June 2001



C04219991J

A handwritten signature in dark ink, appearing to read "Jennifer Cigg".

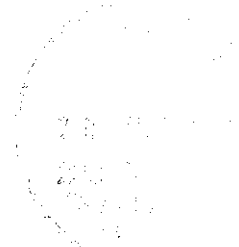
For The Registrar Of Companies



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

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NIC
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Company No. 4219991



THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING

of

SHILLINGCOURT LIMITED

Clifford Chance Nominees Limited, being the sole member of the Company who at the date of this resolution is entitled to attend and vote at a general meeting of the Company, RESOLVES, in accordance with section 381A of the Companies Act 1985, to pass the following as a written resolution:

THAT the Company's name be changed to FAIRBRIDGE GENERAL PARTNER LIMITED.

SIGNATURE: _____

James Barlow

JAMES BARLOW

for and on behalf of Clifford Chance Nominees Limited

DATE: _____

20th June 2001



C4670/00200