

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4236213

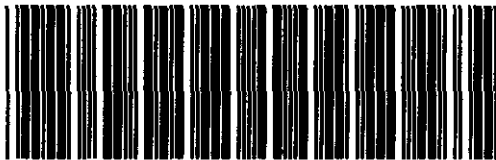
The Registrar of Companies for England and Wales hereby certifies that

PRECIS (2053) LIMITED

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

MLC 2000 LIMITED

Given at Companies House, London, the 23rd July 2001



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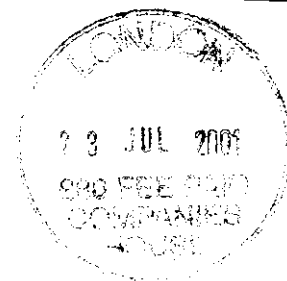
A handwritten signature in black ink, likely of the Registrar of Companies.

For The Registrar Of Companies



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PRECIS (2053) LIMITED ('the Company')

REGISTERED NO. 4236213

WRITTEN RESOLUTIONS OF THE SOLE MEMBER OF THE COMPANY

IN LIEU OF A GENERAL MEETING

PASSED ON 20 July 2001

Peregrine Secretarial Services Limited, the sole member of the Company entitled to attend and vote at a general meeting hereby resolves:-

1. **THAT** the name of the Company be changed to MLC 2000 Limited.
2. **THAT** pursuant to the provisions of Section 252, Companies Act 1985, the Company dispenses with the laying of accounts and reports before the Company in general meeting.
3. **THAT** pursuant to the provisions of Section 366A, Companies Act 1985, the Company dispenses with the holding of annual general meetings.
4. **THAT** pursuant to the provisions of Section 386, Companies Act 1985, the Company dispenses with the obligation to appoint auditors annually.
5. **THAT** pursuant to Section 80A(1), Companies Act 1985, the provisions of Section 80A of the said Act shall apply instead of the provisions of Sections 80(4) and 80(5) in relation to the renewal, after the passing of this resolution, of an authority to allot shares.
6. **THAT** pursuant to the provisions of Section 369(4) and Section 378(3) of the Companies Act 1985 the Company hereby elects that the said provisions shall have effect in relation to the Company as if for the references to 95 per cent. therein there were substituted references to 90 per cent.
7. **THAT** the sole Director, or at such time as the Company has more than one Director, the Directors, be hereby generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (as defined in Section 80(2) of that Act) up to an aggregate nominal amount of £100 and that this authority shall be for an indefinite period.

For and on behalf of Peregrine Secretarial Services Limited
(Authorised Signatory)



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