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CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

Company No. 4267803

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

having by special resolution changed its name, is now incorporated under the name of ACTIVE CAPITAL (UK) LIMITED

Given at Companies House, Cardiff, the 30th August 2001



C04267803T



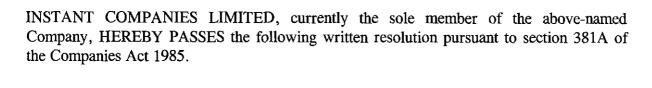


Company Number: 4267803

SPECIAL RESOLUTION

OF

SHARPBRANCH LIMITED



It is resolved:

That the name of the Company be changed to ACTIVE CAPITAL (UK) LIMITED

Date: 29.08.01

(AUTHORISED SIGNATORY OF INSTANT COMPANIES LIMITED)

Jordans Limited 21 St. Thomas Street Bristol BS1 6JS Ref: 3D1039

> A20 COMPANIES HOUSE

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