

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4316510

The Registrar of Companies for England and Wales hereby certifies that
EVER 1655 LIMITED

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

Given at Companies House, Cardiff, the 11th December 2001



C04316510A



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B

062957

Company Number 4316510

The Companies Act 1985

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF EVER 1655 LIMITED

Dated this 7th day of December 2001.

We, the undersigned, being the sole member of the above named company who, at the date of this resolution would be entitled to receive notice of and attend and vote at general meetings of the company in respect of the Resolution set out below do hereby agree to and make the following resolution pursuant to section 381A Companies Act 1985 (as amended by the Deregulation (Resolutions of Private Companies) Order 1996) and agree that the said resolution shall, for all purposes be as valid and effective as if the same had been passed by at a general meeting of the Company duly convened and held.

THAT the name of the Company be changed to PRIMARIA LIMITED

For and on behalf of Everdirector Limited

.....*A J Davidson*.....

Authorised signatory of Everdirector Limited

Dated: 7/12/01

