

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4416057

The Registrar of Companies for England and Wales hereby certifies that

AMEY (MARLBOROUGH STREET) HOLDINGS LIMITED

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

AMEY VENTURES LIMITED

Given at Companies House, London, the 15th January 2003



C04416057E



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

118809

AMEY (MARLBOROUGH STREET) HOLDINGS LIMITED (No: 4416057)

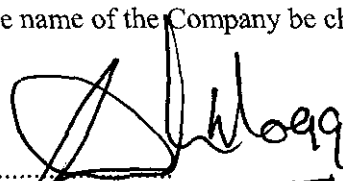


MEMBER'S WRITTEN RESOLUTION

We, the undersigned, being all the members of the Company who (at the date hereof) would have been entitled to vote upon the resolutions set out below if it had been proposed at a general meeting at which we were present, hereby agree pursuant to regulation 53 of Table A (adopted by the Company's articles of association) to the passing of the resolution set out below (which would otherwise be required to be passed as a special resolution) by way of written resolution

THAT:

The name of the Company be changed to Amey Ventures Limited.


.....
for and on behalf of
Amey Ventures Limited

Date: 13 January 2003

