

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4421641

The Registrar of Companies for England and Wales hereby certifies that
INTERCEDE 1794 LIMITED

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

KEALOHA II LIMITED

Given at Companies House, London, the 10th July 2002



C044216419



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

Registered Number: 4421641

THE COMPANIES ACT

INTERCEDE 1794 LIMITED

PRIVATE COMPANY LIMITED BY SHARES

SOLE MEMBER'S DECISION
PURSUANT TO SECTION 382B
COMPANIES ACT 1985 (the "Act")

The following is a written record pursuant to section 382B of the Act of a decision of the sole member of the Company to pass a Special Resolution which has effect as if agreed by the Company in general meeting:

SPECIAL RESOLUTION

That the name of the Company be changed to: KEALOHA II LIMITED

Sole Member:

.....
as authorised representative for
Mitre House Nominees Limited

Date:

9 July 2002