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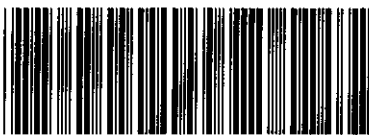
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4468734

The Registrar of Companies for England and Wales hereby certifies that
TALIA FINE JEWELLERY LIMITED

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

Given at Companies House, Cardiff, the 28th January 2004



C04468734R



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

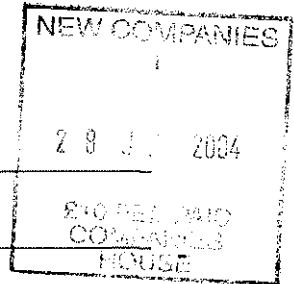
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SPECIAL RESOLUTION ON CHANGE OF NAME
COMPANIES ACTS

COMPANY NUMBER 4468734

COMPANY NAME TALIA FINE JEWELLERY LIMITED



At an Extraordinary General * / Annual General* / General * Meeting of the members of the above named company, duly convened and held at:

GROUND FLOOR, 32 - 38 HATTON GARDEN, LONDON EC1

on the 15TH day of JANUARY 2004

The following Special Resolution was duly passed:

That the name of the Company be changed to:

NEW NAME KRYSTLE JEWELLERS LTD

Signature: _____

Chairman, Director, Secretary or Officer of the Company

Notes:

- The resolution must be delivered to Companies House within 15 days of it being passed.
- A £10 fee is required to change the name (cheques made payable to "Companies House").
- Have you checked whether the new name is available at www.companieshouse.gov.uk ?
- Please provide the name and address to which the certificate is to be sent.

