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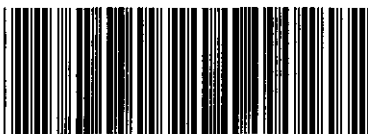
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4476692

The Registrar of Companies for England and Wales hereby certifies that
BY AND LARGE LIMITED

having by special resolution changed its name, is now incorporated
under the name of
VANTAGE QUAY MANAGEMENT LIMITED

Given at Companies House, Cardiff, the 18th September 2002



C04476692H



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

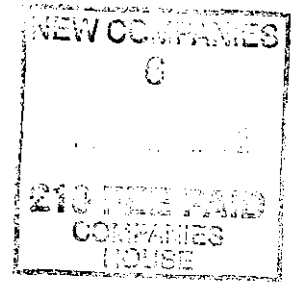


Companies House
— for the record —

COMPANY NUMBER : 4476692

005681/80 com

The Companies Acts 1985 to 1989
Private Company Limited by Shares



SPECIAL RESOLUTION

of


BY AND LARGE LIMITED

At an **EXTRAORDINARY GENERAL MEETING** of the above named Company duly convened and held at 280 Gray's Inn Road London WC1X 8EB on 17 September 2002 the sub-joined **SPECIAL RESOLUTION** was duly passed, viz :

That the Company's name be changed to :

VANTAGE QUAY MANAGEMENT LIMITED

Signature


Lucienne James Limited
CHAIRMAN

The Company Limited
280 Gray's Inn Road
London
WC1X 8EB

Telephone : 020 7833 4446



LD7
COMPANIES HOUSE

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0401
17/09/02

ORD8630/SP1