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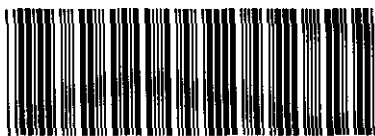
**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 4627313

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

having by special resolution changed its name, is now incorporated  
under the name of  
THE SIMPLY SMART GROUP LIMITED

Given at Companies House, Cardiff, the 1st April 2003



\*C046273130\*

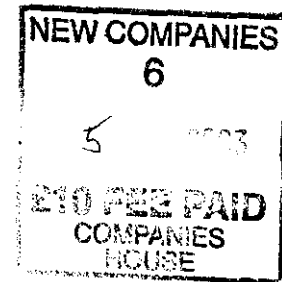
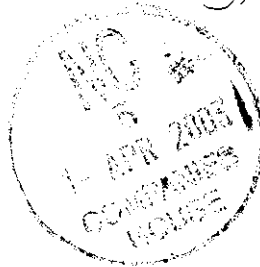


THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —

Company Number: 04627313



THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES

**SPECIAL RESOLUTION**

Of

**JOYCOUNT LIMITED**

(Passed 21 March 2003)

At a general meeting of the members of the above named company, duly convened and held at the registered office of the company on 21 March 2003 the following special resolution was duly passed::

**Special resolution**

That the name of the Company be changed to THE SIMPLY SMART GROUP LIMITED

Mr N D Brewster  
Director

Registered Office  
110 Cannon Street  
London  
EC4N 6AR

Correspondence Address  
Box 48  
Shepperton Studios  
Studios Road  
Shepperton  
TW17 0DD.

