

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4641157

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

having by special resolution changed its name, is now incorporated
under the name of
ROLFE & NOLAN GROUP LIMITED

Given at Companies House, Cardiff, the 9th July 2003



C046411578



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

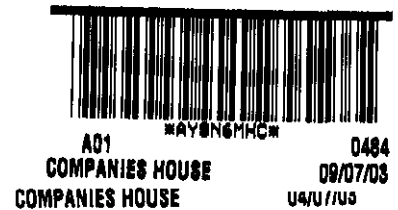


Companies House
— for the record —

HC006B

COMPANIES ACTS
WRITTEN RESOLUTION

OF



NAME OF EXISTING COMPANY: Maia Holdings Limited

COMPANY NUMBER: 4641157

We the undersigned, being all the members of the above company, for the time being entitled to receive notice of, attend and vote at General Meetings, hereby unanimously pass the following resolution and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the company duly convened and held.

It is resolved that the name of the company be changed to:-

Rolfe & Nolan Group Limited

Dated this 30 day of June 2003

R Freeman

R Sylverne

T Hearley

S Lacey

J Birney

P Reed

P Miller

C Wade

ROWAN NOMINEES LIMITED

ROWAN NOMINEES LIMITED

for and on behalf of Hg Investment Managers Limited as duly authorised representative of Merrill Lynch Investment Managers Limited and on behalf of Merrill Lynch Investment Managers Limited's discretionary fund management clients whose holdings are registered in the name of **Rowan Nominees Limited**

for and on behalf of Hg Investment Managers Limited as duly authorised representative of Merrill Lynch Investment Managers Limited and on behalf of Merrill Lynch Investment Managers Limited's discretionary fund management clients whose holdings are registered in the name of **Rowan Nominees Limited** A/C RR.

A/C RR