

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4707425

The Registrar of Companies for England and Wales hereby certifies that
ST CHRISTOPHER'S INNS HOLDINGS LIMITED

having by special resolution changed its name, is now incorporated

under the name of

ST CHRISTOPHER'S HOLDINGS LIMITED

Given at Companies House, Cardiff, the 2nd April 2003



C047074251



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B

100112

ST CHRISTOPHER'S INNS HOLDINGS LIMITED

Company Number 4707425

RESOLUTION IN WRITING

I, the undersigned, being the only member of the Company who, at the date of this Resolution, would be entitled to attend and vote at General Meetings of the Company, hereby passes the following Resolutions and agrees that the said Resolutions 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:

To Be Effective as a Special Resolution

- 1 That the name of the Company be changed from St Christopher's Inns Holdings Limited to St Christopher's Holdings Limited.

To Be Effective as Ordinary Resolutions

- 2 That each of the ordinary shares of £1 in the present capital of the company, issued and unissued, be subdivided into 1000 shares of 0.1 pence each.
- 3 That the authorised share capital of the Company be increased from £100 to £200, by the creation of 100,000 ordinary shares of 0.1 pence each, to rank pari passu with the existing ordinary shares.
- 4 That the Board of directors of the Company be and it is hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of section 80 Companies Act 1985) up to an aggregate nominal amount of £200 for a period of 5 years from the date of this resolution save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the board may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.


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Timothy Roger Sykes

26th March 2003
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Date

