

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4728183

The Registrar of Companies for England and Wales hereby certifies that
WC CO (7) LIMITED

having by special resolution changed its name, is now incorporated
under the name of
SOUND GROWTH LIMITED

Given at Companies House, Cardiff, the 8th July 2003



C047281837



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



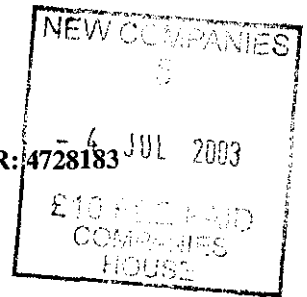
Companies House
— for the record —

HC006B

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8/7

COMPANY NUMBER: 4728183



WC CO (7) LIMITED
(in the course of changing its name to Sound Growth Limited)
("the Company")

THE COMPANIES ACT 1985

WRITTEN RESOLUTIONS PASSED PURSUANT TO THE COMPANY'S ARTICLES OF ASSOCIATION

Pursuant to the authority granted by Regulation 53 of Table A of the Companies Act 1985 (as amended) (the "Act") which is incorporated into the Company's Articles of Association, the following resolutions are hereby passed as Written Resolutions of the Company.

SPECIAL RESOLUTIONS

1. That the name of the Company be changed to "**Sound Growth Limited**"; and
2. That the Company's Memorandum & Articles of Association be amended to reflect the proposed name change in accordance with Special Resolution 1 above.

Signed by the sole member of the Company who at the date of the Written Resolutions would be entitled to attend and vote at a general meeting of the Company had the Written Resolutions been put to such a meeting.

Signed
For and on behalf of Zeus Partners

Dated: 2 day of July 2003

R/o Wachs Celler Solicitors

