

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4752535

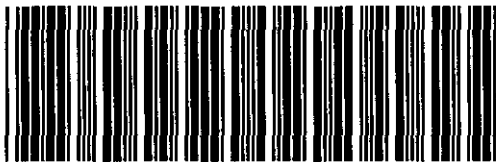
The Registrar of Companies for England and Wales hereby certifies that

CARRUTHERS ASSOCIATES LIMITED

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

CAPITAL ACCUMULATION LIMITED

Given at Companies House, London, the 1st April 2004



C047525350



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

000055
Company Number: 4,752,535

Companies Act 1985 – 1989

SPECIAL RESOLUTIONS

of

CARRUTHERS ASSOCIATES LIMITED



Passed on 1st April 2004

AT AN EXTRAORDINARY GENERAL MEETING of the Company, the following resolutions were passed as special resolutions:

SPECIAL RESOLUTIONS

THAT the name of the Company be changed to CAPITAL ACCUMULATION LIMITED

THAT the envisaged transfers of 625 and 625 B Ordinary Shares, as notified to members, shall be Permitted Transfers in accordance with article 11 of the Company's Articles of Association.

Norman Carruthers

Chairman

