

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4813767

The Registrar of Companies for England and Wales hereby certifies that
CRYSTAL OF GRANTHAM LIMITED

having by special resolution changed its name, is now incorporated
under the name of
CRYSTAL MOTOR GROUP LIMITED

Given at Companies House, Cardiff, the 16th February 2005



C04813767F



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B

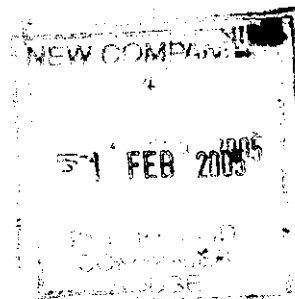
Company Number: 4813767

The Companies Acts 1985 to 1989

Special Resolution
(pursuant to Section 378 of the Companies Act 1985)

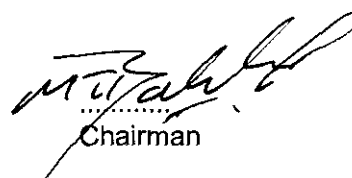
of

CRYSTAL OF GRANTHAM LIMITED



At an Extraordinary General Meeting of the members of the above named Company held at
Registered office
on the *21* day of *JANUARY* 2005, the following Special Resolution was passed:

1. THAT the name of the Company be changed to CRYSTAL MOTOR GROUP LIMITED.
2. THAT the authorised share capital of the Company be increased from £75,000 to £1,000,000 by the creation of 925,000 Ordinary shares of £1 each ranking in all respects pari passu with the existing Ordinary shares in the capital of the company.
3. THAT the Directors be and they are hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution. Provided that the Authority hereby given shall expire five years after the date of the passing of this resolution unless previously renewed or varied save that the Directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority.


Chairman

M T B

