

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4820353

The Registrar of Companies for England and Wales hereby certifies that
SG CO 5 LIMITED

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

Given at Companies House, Cardiff, the 13th October 2003



C04820353C



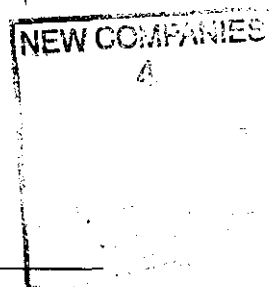
THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B

100277



SPECIAL RESOLUTION ON CHANGE OF NAME
COMPANIES ACTS

COMPANY NUMBER 4820353

COMPANY NAME SG CO 5 Limited

At an Extraordinary General * / Annual General*/ General * Meeting of the members of the above named company, duly convened and held at:

Bromley House, Woodford Road, Bramhall, Stockport, SK7 1JN

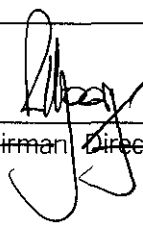
on the 8th day of October 2003

The following Special Resolution was duly passed:

That the name of the Company be changed to:

NEW NAME Adams Eyecare Limited

Signature: _____


~~Chairman, Director, Secretary or Officer of the Company~~

Notes:

- The resolution must be delivered to Companies House within 15 days of it being passed.
- A £10 fee is required to change the name (cheques made payable to "Companies House").
- Have you checked whether the new name is available at www.companieshouse.gov.uk ?
- Please provide the name and address to which the certificate is to be sent.

NC 19 (2002)



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