

FILE COPY



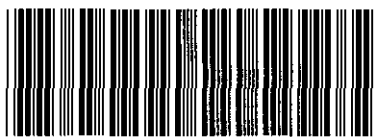
**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 4950508

The Registrar of Companies for England and Wales hereby certifies that  
PINCO 2037 LIMITED

having by special resolution changed its name, is now incorporated  
under the name of  
SMART & COOK HOLDINGS LIMITED

Given at Companies House, Cardiff, the 15th April 2004



\*C04950508E\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —

HC006B

532608/10

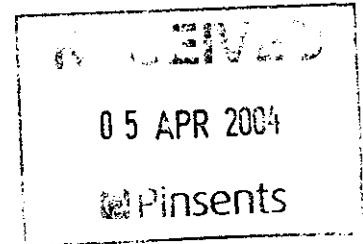
COMPANIES ACTS 1985 AND 1989

WRITTEN RESOLUTION

OF

PINCO 2037 LIMITED

COMPANY NUMBER: 4950508



We, the undersigned, being all the members of the above company, for the time being entitled to attend and vote at general meetings, hereby pass the following resolution and agree that the said resolution 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.

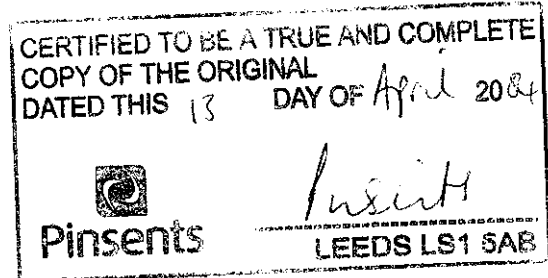
THAT the name of the Company be changed to SMART & COOK HOLDINGS LIMITED

Geoffrey Graham Cook

Date

Paul Christopher Meehan

Date



3i Group plc

Date

*Adrian Burn*

Adrian Burn

Date

5/4/2004

David Owen

Date



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Date

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Paul Christopher Meehan

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Date

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3i Group plc

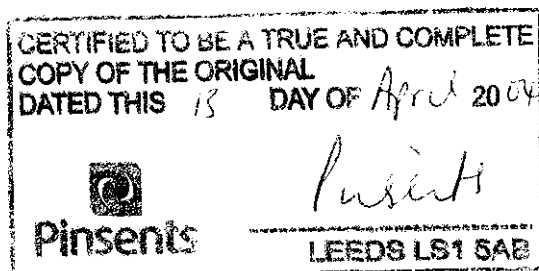
.....  
Date

.....  
Adrian Burn

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David Owen

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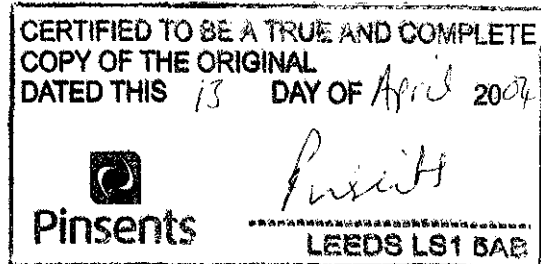
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Date

*Paul Christopher Meehan*  
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Paul Christopher Meehan

*1/4/04*  
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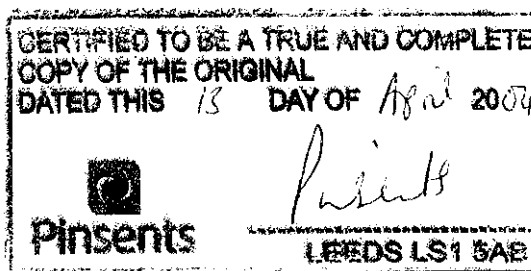
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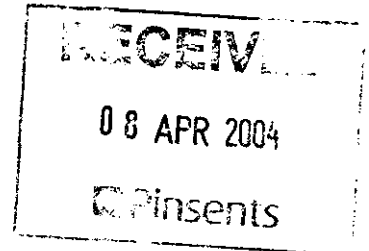
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6/4/04

