

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4984399

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

having by special resolution changed its name, is now incorporated
under the name of
T J HUGHES (HOLDINGS) COMPANY LIMITED

Given at Companies House, Cardiff, the 14th May 2004



C04984399D



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B

No. 4984399



Written resolution of the Company pursuant to
section 381A of the Companies Act 1985

We, being all the members of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, HEREBY PASS the following resolution as a written resolution of the Company.

RESOLUTION

THAT the name of the Company be changed to T J Hughes (Holdings) Company Limited.

X

.....
George William Foster

X

.....
Graham John Laycock
by his attorney
George Foster

.....
Andrew John Goody

X

.....
David Charles Wright
by his attorney
George Foster

.....
PPMV PAC Nominees Limited
by its attorney
James Barton

X

.....
Laura Jane Bennett
by her attorney
George Foster

.....
PPMV BOS Nominees Limited
by its attorney
James Barton

X

.....
Peter Leonard Morris
by his attorney
George Foster

.....
PPMV PSPS Nominees Limited
by its attorney
James Barton

X

.....
Stephen Harold Shooman
by his attorney
George Foster

.....
PPMV Holborn Nominees Limited
by its attorney
James Barton

X

.....
Elizabeth Ann Stewardson
by her attorney
George Foster

X

Richard Ian Foggin
by his attorney
George Foster

X

Christopher McKeown
by his attorney
George Foster

Dated: 23 December 2003

BERINGER LIMITED

Written resolution of the Company pursuant to
section 381A of the Companies Act 1985



We, being all the members of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, HEREBY PASS the following resolution as a written resolution of the Company.

RESOLUTION

THAT the name of the Company be changed to T J Hughes (Holdings) Company Limited.

.....
George William Foster

.....
Graham John Laycock
by his attorney
George Foster

.....
Andrew John Goody

.....
David Charles Wright
by his attorney
George Foster

.....
PPMV PAC Nominees Limited
by its attorney
James Barton

.....
Laura Jane Bennett
by her attorney
George Foster

.....
PPMV BOS Nominees Limited
by its attorney
James Barton

.....
Peter Leonard Morris
by his attorney
George Foster

.....
PPMV PSPS Nominees Limited
by its attorney
James Barton

.....
Stephen Harold Shooman
by his attorney
George Foster

.....
PPMV Holborn Nominees Limited
by its attorney
James Barton

.....
Elizabeth Ann Stewardson
by her attorney
George Foster

.....
Richard Ian Foggin
by his attorney
George Foster

.....
Christopher McKeown
by his attorney
George Foster

Dated: 23 December 2003

No. 4984399

BERINGER LIMITED


Written resolution of the Company pursuant to
section 381A of the Companies Act 1985




We, being all the members of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, HEREBY PASS the following resolution as a written resolution of the Company.

RESOLUTION

THAT the name of the Company be changed to T J Hughes (Holdings) Company Limited.

X 
George William Foster

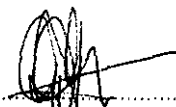

Andrew John Goody



PPMV PAC Nominees Limited
by its attorney
James Barton


PPMV BOS Nominees Limited
by its attorney
James Barton


PPMV PSPS Nominees Limited
by its attorney
James Barton

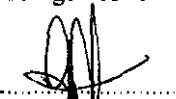
PPMV Holborn Nominees Limited
by its attorney
James Barton

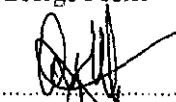
X 
Graham John Laycock
by his attorney
George Foster

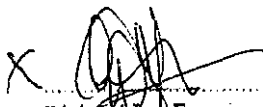
X 
David Charles Wright
by his attorney
George Foster


X 
Laura Jane Bennett
by her attorney
George Foster

X 
Peter Leonard Morris
by his attorney
George Foster

X 
Stephen Harold Shooman
by his attorney
George Foster

X 
Elizabeth Ann Stewardson
by her attorney
George Foster

X 
Richard Ian Foggin
by his attorney
George Foster

X 
Christopher McKeown
by his attorney
George Foster

Dated: 23 December 2003