

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 5014807

The Registrar of Companies for England and Wales hereby certifies that

HAMPERSPRING LIMITED

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

SOUTHERN PACIFIC 04-A PARENT LIMITED

Given at Companies House, London, the 23rd March 2004



C05014807M



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

CH A/C

Company No. 5014807

THE COMPANIES ACTS 1985 AND 1989



PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING

of

HAMPERSPRING LIMITED

Clifford Chance Nominees Limited, being the sole member of the Company who at the date of this resolution is entitled to attend and vote at a general meeting of the Company, RESOLVES, in accordance with section 381A of the Companies Act 1985, to pass the following as a written resolution:

THAT the Company's name be changed to Southern Pacific 04-A Parent Limited

SIGNATURE:


for and on behalf of Clifford Chance Nominees Limited

DATE:

23 March 2004

