

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 5268806

The Registrar of Companies for England and Wales hereby certifies that

NEWINCCO 401 LIMITED

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

SHOE PRODUCTIONS LIMITED

Given at Companies House, London, the 2nd November 2004



C052688061



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

021357

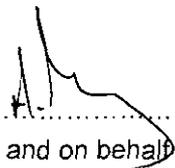


Company number: 5268806

THE COMPANIES ACTS 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION OF
NEWINCCO 401 LIMITED
Passed on 2 November 2004

We, the undersigned, being the sole member of the Company who at the date of this Resolution are entitled to attend and vote at a general meeting of the Company **HEREBY RESOLVE** that the following resolution be duly passed as a written resolution of the Company's members pursuant to Section 381A of the Companies Act 1985.

THAT the name of the Company be changed to "Shoe Productions Limited".


.....
For and on behalf of Olswang Nominees Limited

