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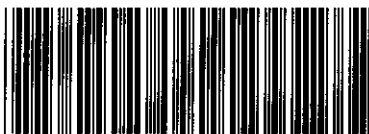
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 5324417

The Registrar of Companies for England and Wales hereby certifies that
NATIONAL FRANCHISE DEALERS ASSOCIATION LIMITED

having by special resolution changed its name, is now incorporated
under the name of
NATIONAL FRANCHISED DEALERS ASSOCIATION LIMITED

Given at Companies House, Cardiff, the 13th January 2005



C05324417C



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B

ACC
00400087

2

THE COMPANIES ACTS 1985 to 1989

12 DEC 2005

Company Number 5324417

SPECIAL RESOLUTION OF: NATIONAL FRANCHISE DEALERS ASSOCIATION LIMITED

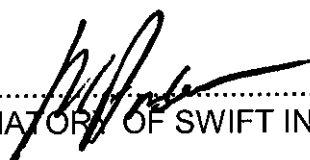
We, the undersigned, INSTANT COMPANIES LIMITED and SWIFT INCORPORATIONS LIMITED, being all the members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolution as a Special Resolution and agree that the said resolution shall, pursuant to Clause 53 in Table A (which clause is embodied in the Articles of Association of the Company) or pursuant to any applicable rule of law, 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.

It is resolved:

That the name of the Company be changed to: NATIONAL FRANCHISED DEALERS ASSOCIATION LIMITED

Date: 05/01/2005


.....
(AUTHORISED SIGNATORY OF INSTANT COMPANIES LIMITED)


.....
(AUTHORISED SIGNATORY OF SWIFT INCORPORATIONS LIMITED)

Jordans Limited
20-22 Bedford Row
London, WC1R 4JS
Ref: RP6034/SF

RES 1.CFP

