

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 5334986

The Registrar of Companies for England and Wales hereby certifies that
NEWINCCO 417 LIMITED

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

Given at Companies House, Cardiff, the 2nd March 2005



C053349861



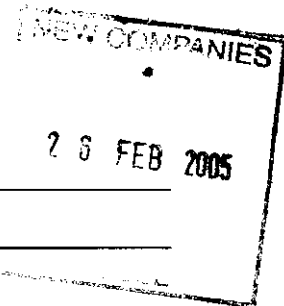
THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

Company Number: 05334986

001694/10



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF THE MEMBER

of

NEWINCCO 417 LIMITED

(the "Company")

(Passed on 21/02/2005)

under regulation 53 of Table A (as incorporated in the Company's articles of association)

We, the undersigned, being the sole member of the Company entitled to attend and vote at an extraordinary general meeting of the Company **RESOLVE** as follows:

RESOLUTIONS

1. THAT the name of the ~~Company~~ be changed to Ashmoor Limited; and
2. THAT the memorandum of association produced to the meeting and initialled by the Chairman for the purposes of identification be and is hereby adopted as the new memorandum of association of the Company in substitution for and to the exclusion of any other memorandum of association of the Company adopted before the date of this resolution.

A handwritten signature in black ink, appearing to be "Asha Morjaria", written over a dotted line.

Asha Morjaria for and on behalf of Olswang Nominees Limited

