

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 5419497

The Registrar of Companies for England and Wales hereby certifies that

BLADEGROVE LIMITED

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

MELROSE UK 1 LIMITED

Given at Companies House, London, the 11th May 2005



C05419497A



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

CM A/C

Company No. 5419497

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING

of

BLADEGROVE 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 MELROSE UK 1 LIMITED.

SIGNATURE: _____

Adam Signy 11/05/2005 for and on behalf of Clifford Chance Nominees Limited

DATE: 11/05/2005



Company No. 5419497

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING

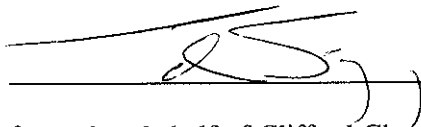
of

BLADEGROVE LIMITED

Clifford Chance Nominees Limited, being the sole member of the Company who at the date of these resolutions 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 written resolutions:

1. THAT the authorised share capital of the Company be increased from £100 to £7.2 million by the creation of 7,199,900 shares of £1 each.
2. THAT the directors be generally and unconditionally authorised, pursuant to section 80 of the Companies Act 1985, to exercise all the powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £7,199,999 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) on the fifth anniversary of the date of this resolution but the Company may before such expiry make an offer or agreement which would be or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities pursuant to that offer or agreement as if the authority conferred by this resolution had not expired.

SIGNATURE: _____



Adam Signy ~~11/05/2005~~ for and on behalf of Clifford Chance Nominees Limited

DATE: 11/05/2005 _____