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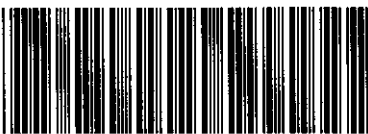
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 5445084

The Registrar of Companies for England and Wales hereby certifies that
BORTHWICK MEMORIALS LTD

having by special resolution changed its name, is now incorporated
under the name of
BORTHWICK MARBLE & GRANITE LTD

Given at Companies House, Cardiff, the 8th November 2006



C054450847



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B

100365/10

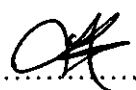
Company Number: 5445084

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
OF
BORTHWICK MEMORIALS LTD
(the "Company")

At an Extraordinary General Meeting of the Company held at 137 Stockton Road, Hartlepool, TS25 1SL, Hartlepool, TS25 5LZ on 20th October 2006 the following resolution was duly passed as a Special Resolution of the Company:

SPECIAL RESOLUTION

That the Company change its name from Borthwick Memorials Ltd to Borthwick Marble & Granite Ltd.

.....


Mr Jamie Borthwick
(Chairman)

.....
21 OCT. '06

Date

