

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 5503163

The Registrar of Companies for England and Wales hereby certifies that
SHELFCO (NO. 3102) LIMITED

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

BANCHORY EXPLORATION LIMITED

Given at Companies House, London, the 2nd September 2005



C055031631



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

011659

Company No: 5503163

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

SHELFECO (NO. 3102) LIMITED ("Company")



We, the undersigned, being the sole member of the Company hereby, pursuant to the articles of association pass the following resolutions and agree that they shall have effect as if passed at a general meeting of the Company duly convened and held:

1. That the name of the Company be changed to Banchory Exploration Limited;
2. That the memorandum of association of the Company be and is hereby altered by deleting the name "Shelfco (No.3102) Limited" and replacing it with Banchory Exploration Limited;
3. That, subject to and conditional on resolution 6 bring passed, the memorandum of association of the Company be and is hereby altered by deleting the existing clause 5 and replacing it with the following new clause 5:

"The Company's share capital is £65,000 divided into 65,000 shares of £1 each."

4. That the articles of association of the Company be and is hereby altered by deleting the name "Shelfco (No.3102) Limited" and replacing it with Banchory Exploration Limited.
5. That, subject to and conditional on resolution 6 bring passed, the articles of association of the Company be and is hereby altered by deleting the existing clause 3 and replacing it with the following new clause 3:


"The authorised share capital of the Company is the sum of £65,000 divided into 65,000 shares of £1 each."

6. That the authorised share capital of the Company be increased beyond its registered capital of £1000 to £65,000 by the creation of 64,000 ordinary shares of £1 each ranking pari passu in all respects with the existing ordinary shares in the Company.
7. That the Directors be and are hereby generally and unconditionally authorised in substitution for the power granted to them in Article 3.3 of the Articles pursuant to section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot and make offers to allot relevant securities up to an aggregate nominal amount of £64,999 provided that this authority shall expire on the conclusion of the next Annual General Meeting of the Company or the date that is 15 months after the passing of this resolution (whichever is earlier) unless previously revoked or varied by the Company and

provided that the Company may before such expiry make an offer or enter into an agreement which would or might require such shares to be allotted after such expiry and the directors may allot relevant securities in pursuance of any such offer as if the authority conferred by that resolution had not expired.

8. That the Directors be authorised and empower pursuant to section 95 of the Act to allot equity securities (as defined in section 94(2) of the Act) up to an aggregate nominal amount of £64,999 for cash pursuant to the section 80 authority referred to in resolution 3 of this Written Resolution as if section 89(1) of the Act did not apply to any such allotment, such power to expire at the conclusion of the next Annual General Meeting of the Company or the date that is 15 months after the passing of this resolution (whichever is earlier) although the Company may, before the expiry of such authority, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such an offer or agreement as if the power had not expired.

30 August 2005

A handwritten signature in black ink, consisting of a large, stylized 'M' followed by a series of loops and a long horizontal stroke.

Signed
duly authorised by and on behalf of
Mikjon Limited