

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

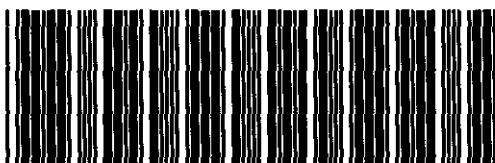
Company No. 5754978

The Registrar of Companies for England and Wales hereby certifies that
ALNERY NO. 2580 LIMITED

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

PALL MALL FINANCE HOLDINGS LIMITED

Given at Companies House, London, the 4th April 2006



C057549783



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

193195

Company number
5754978



THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF
ALNERY NO. 2580 LIMITED

By written resolutions dated 3 April 2006 the sole member of the company agreed to the following resolutions being passed:

1. That the name of the company be changed to PALL MALL FINANCE HOLDINGS LIMITED.
2. That:
 - (a) the objects of the company be altered by the deletion of the existing objects clause in the memorandum of association and the substitution of the objects clause set out in the printed document marked "A" attached hereto;
 - (b) the £1 issued share and the 99 unissued £1 shares be redesignated as class B ordinary shares;
 - (c) the authorised share capital of the company be increased by £499,900 to £500,000 by the creation of 100,000 class A ordinary shares of £1 each ranking *pari passu* in all respects as one class of shares and 399,900 class B ordinary shares of £1 each ranking *pari passu* in all respects as one class of shares with the existing 100 shares in the capital of the company and that the class A shares and class B shares shall rank *pari passu*;
 - (d) the articles of association of the Company in the form attached hereto be adopted; and
 - (e) the directors be generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to allot, or to grant any right to subscribe for or to convert any security into, shares in the company up to a maximum nominal amount of £499,999 at any time or times during the period from the date of the passing of this resolution up to and including 2 April 2011 on which date the authority given by this resolution shall expire and such authority shall allow the company to make an offer or agreement before the expiry of the authority which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after the expiry of the authority. All previous authorities under section 80 of the Companies Act 1985 shall cease to have effect.

.....*Iwan D. Haver*.....

For Alnery Incorporations No.1 Limited (sole member)

