

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 5761822

The Registrar of Companies for England and Wales hereby certifies that

PIMCO 2460 LIMITED

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

OXYGEN FINANCE HOLDINGS LIMITED

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



C057618223



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

040945
286209

COMPANIES ACTS 1985 AND 1989

WRITTEN RESOLUTIONS

OF

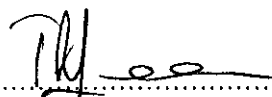
PIMCO 2460 LIMITED

COMPANY NUMBER: 5761822



We, the undersigned, being the sole member of the above company for the time being entitled to attend and vote at general meetings, hereby pass the following resolutions and agree that the said resolutions shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

1. **THAT** the name of the Company be changed to Oxygen Finance Holdings Limited.
2. **THAT** new articles of association, a copy of which is attached and initialled on our behalf for the purpose of identification, be adopted to the exclusion of all the existing articles.
3. **THAT** each of the issued and unissued ordinary shares of £1.00 each in the capital of the Company be sub-divided into 1,000 ordinary shares of £0.001 each so that after the passing of these resolutions all issued and unissued shares in the authorised share capital are £0.001 ordinary shares.
4. **THAT** the authorised share capital of the company be increased from £1,000 to £4,000 by the creation of 3,000,000 additional ordinary shares of £0.001 each, ranking equally with the existing ordinary shares of £0.001 each.
5. **THAT** the Directors be hereby generally and unconditionally authorised, in accordance with section 80 Companies Act 1985, to allot relevant securities (as defined in that section) up to a maximum aggregate nominal amount of relevant securities of £4,000; provided that this authority will expire on the date being five years from the date on which this resolution is passed, but the Company may before this authority expires make an offer or agreement which would or might require relevant securities to be allotted after this authority expires and the Directors may allot relevant securities pursuant to such offer or agreement as if this authority had not expired.
6. **THAT** the directors be hereby given power in accordance with section 95 of the Companies Act 1985 to allot equity securities (within the meaning of section 94 of that Act) pursuant to the authority conferred by Written Resolution 5 as if section 89(1) of the Act did not apply to the allotment.



for and on behalf of
Pinsent Masons Director Limited

2 May 2006
Date

