



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 5841599

The Registrar of Companies for England and Wales hereby certifies that

DARWIN EQUITY LIMITED

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

VOLUTION GROUP LIMITED

Given at Companies House on **8th March 2008**



C058415997



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

Registered Number: 5841599

DARWIN EQUITY LIMITED
(the "Company")

PRIVATE COMPANY LIMITED BY SHARES

SHAREHOLDERS' WRITTEN RESOLUTIONS
CIRCULATED ON 1 FEBRUARY 2008
PURSUANT TO CHAPTER 2
OF PART 13 OF THE COMPANIES ACT 2006

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following written resolution is passed as a special resolution

WRITTEN RESOLUTION

THAT the name of the company be changed to Volution Group Limited

Please read the explanatory notes at the end of this document before signifying your agreement to the resolutions

We, the undersigned, were at the time the resolution was circulated entitled to vote on the resolution and unanimously agree to the resolution

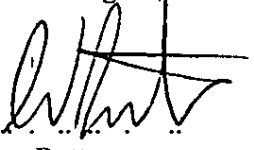
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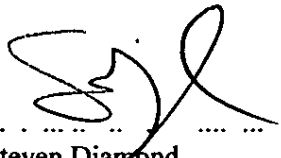
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A44	06/03/2008	304
	COMPANIES HOUSE	
	AUKIZXMO	
A19	29/02/2008	339
	COMPANIES HOUSE	

Signed 
Kevin Sargeant

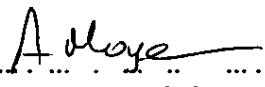
Date 1/2/2008

Signed 
Lee Rutter

Date 1/2/2008

Signed 
Steven Diamond

Date 1/2/2008

Signed 
The ABN AMRO CAPITAL
UK BUY OUT FUND
C/O ABN AMRO CAPITAL UK LTD

Date 1/2/2008

Signed 
Einar Lundh

Date 1/2/2008

EXPLANATORY NOTES FOR SHAREHOLDERS:

Please read the following notes before signifying your agreement to the resolutions.

- 1 If you agree to the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by using one of the following methods:
 - **BY HAND** by delivering the signed copy to Steve Diamond, Volution Holdings Limited, Fleming Way, Crawley, West Sussex, RH10 9YX.
 - **BY POST**: by returning the signed copy by post to Steve Diamond, Volution Holdings Limited, Fleming Way, Crawley, West Sussex, RH10 9YX
 - **BY FAX**: by faxing the signed copy to **01293 619909** marked "For the attention of Steve Diamond".
 - **BY E-MAIL** by attaching a scanned copy of the signed document to an e-mail and sending it to steve.diamond@volutionholdings.com Please enter "For the attention of Steve Diamond" in the e-mail subject box.

If you do not agree to the above resolutions, you do not need to do anything.

- 2 Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
- 3 Unless, by 6 February 2008, sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or on this date
- 4 If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.