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**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 5869370

The Registrar of Companies for England and Wales hereby certifies that

DE FACTO 1388 LIMITED

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

GAUCHO ACQUISITIONS LIMITED

Given at Companies House, London, the 21st July 2006



\*C05869370K\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —

084266

No. 5869370

**THE COMPANIES ACTS 1985 TO 1989**

**COMPANY LIMITED BY SHARES**

**RESOLUTIONS**

of

**DE FACTO 1388 LIMITED**

**(Passed 21 July 2006)**

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at 10 Snow Hill, London EC1A 2AL on 21 July 2006 at ~~9.55~~ a.m./p.m. the following resolutions were passed as special resolutions.

**SPECIAL RESOLUTIONS**

1. THAT, subject to the consent of the Registrar of Companies, the name of the Company be changed to "Gaucho Acquisitions Limited".
2. THAT, pursuant to section 9 of the Companies Act 1985, the Articles of Association of the Company be deleted in their entirety and the regulations contained in the document submitted to the meeting, and for the purpose of identification signed by the Chairman, be approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association of the Company.

.....  
TRAVERS SMITH SECRETARIES LIMITED  
(authorised signatory)

Secretary

6370250/2/RPB/RPB

