



FILE COPY

**CERTIFICATE OF INCORPORATION
ON RE-REGISTRATION OF A PRIVATE COMPANY
AS A PUBLIC COMPANY**

Company No. 5962488

The Registrar of Companies for England/Wales hereby certifies that

MATALAN FINANCE LIMITED

formerly registered as a private company has this day been re-registered
under the Companies Act 2006 as a public company under the name of

MATALAN FINANCE PLC

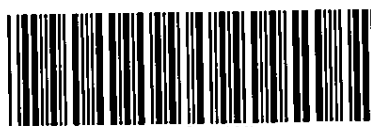
and that the company is limited by shares.

Its registered office is situated in England/Wales.

Given at Companies House on 25th March 2010



THURSDAY



LD1 25/03/2010 320
COMPANIES HOUSE

