

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 5972505

The Registrar of Companies for England and Wales hereby certifies that  
PRECIS (2654) LIMITED

having by special resolution changed its name, is now incorporated  
under the name of  
LINPAC PLASTICS CHINA HOLDINGS LIMITED

Given at Companies House, Cardiff, the 1st December 2006



\*C059725050\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —

HC006B

079140/10

No of Company: 5972505  
THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTIONS  
- of -  
PRECIS (2654) LIMITED



The following resolutions were duly passed by the Company's sole shareholder in writing on  
**22** November 2006 at **7:30** pm:-

1. **THAT** the name of the Company be changed to LINPAC Plastics China Holdings Limited.
2. **THAT** Clause 3 of the Memorandum of Association of the Company be altered:
  - 2.1 by the deletion in its entirety of Clause 3(1) and the insertion of a new Clause 3(1) stating the following:

"To carry on the business of an investment company and for that purpose to subscribe for, underwrite, purchase or otherwise acquire, on such terms and conditions (if any) as may be thought fit, and hold either in the name of the Company or in that of any nominee shares, stocks, debentures, debenture stock, bonds, notes, obligations, certificates of investment and any other securities, obligations or investments of any nature whatsoever (whether or not fully paid) issued or guaranteed by any company, body corporate or any entity wherever incorporated or established or carrying on business and debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, dependent, municipal, local or otherwise in any part of the world";
  - 2.2 by the deletion in its entirety of Clause 3(3) and the insertion of a new Clause 3(3) stating the following:

"To exercise and enforce all rights and powers conferred by or incident to the ownership of any shares, stock, debentures, debenture stock, bonds, notes, obligations, certificates of investment or any other securities, obligations or investments of any nature whatsoever (whether or not fully paid) including without prejudice to the generality of the foregoing all such powers of veto or control as may be conferred by virtue of the holding by the Company of some special proportion of the issued or nominal amount thereof and to provide managerial and other executive supervisory and consultant services for or in relation to any company, body corporate or other entity in which the Company is interested upon such terms as may be thought fit";
  - 2.3 by the deletion in its entirety of Clause 3(9) and the insertion of a new Clause 3(9) stating the following:

"To subscribe for, underwrite, purchase or otherwise acquire, on such terms and conditions (if any) as may be thought fit, and to hold, in the name of the Company or in that of any nominee, and deal with, in the name of the Company or in that of any nominee, any shares, stocks, debentures, debenture stock, bonds, notes, obligations, certificates of investment and other securities, obligations and other investments of any nature whatsoever (whether or not fully paid) and any options or rights in respect of them; and otherwise to invest and deal with the money and assets of the Company";

3. **THAT** pursuant to the provisions of Section 252, Companies Act 1985, the Company dispenses with the laying of accounts and reports before the Company in general meeting.
4. **THAT** pursuant to the provisions of Section 366A, Companies Act 1985, the Company dispenses with the holding of annual general meetings.
5. **THAT** pursuant to the provisions of Section 386, Companies Act 1985, the Company dispenses with the obligation to appoint auditors annually.
6. **THAT** pursuant to Section 80A(1), Companies Act 1985, the provisions of Section 80A of the said Act shall apply instead of the provisions of Sections 80(4) and 80(5) in relation to the giving or renewal, after the passing of this resolution, of an authority to allot shares.
7. **THAT** pursuant to the provisions of Section 369(4) and Section 378(3) of the Companies Act 1985 the Company hereby elects that the said provisions shall have effect in relation to the Company as if for the references to 95 per cent. therein there were substituted references to 90 per cent.



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**FOR AND ON BEHALF OF PEREGRINE SECRETARIAL SERVICES LIMITED**  
**DIRECTOR/SECRETARY**