

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 5993863

The Registrar of Companies for England and Wales hereby certifies that
DE FACTO 1435 LIMITED

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

WH BIDCO LIMITED

Given at Companies House, London, the 16th November 2006



C05993863F



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

Cash

No. 5993863



THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

RESOLUTION

of

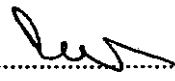
DE FACTO 1435 LIMITED

(Passed 16 November 2006)

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at 10 Snow Hill, London EC1A 2AL on 16 November 2006 at 11.45 a.m. ~~12.00~~, the following resolution was passed as a special resolution.

SPECIAL RESOLUTION

THAT, subject to the consent of the Registrar of Companies, the name of the Company be changed to "WH Bidco Limited".


TRAVERS SMITH SECRETARIES LIMITED
(authorised signatory)

Secretary



6435901/01/CMD/CMD



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COMPANIES HOUSE

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16/11/2006