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**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2078353

The Registrar of Companies for England and Wales hereby certifies that
RESPONSE MARKETING INITIATIVES LIMITED

having by special resolution changed its name, is now incorporated
under the name of
DENEWAY GUIDES AND TRAVEL LIMITED

Given at Companies House, Cardiff, the 28th May 1999



C02078353R



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



C O M P A N I E S H O U S E

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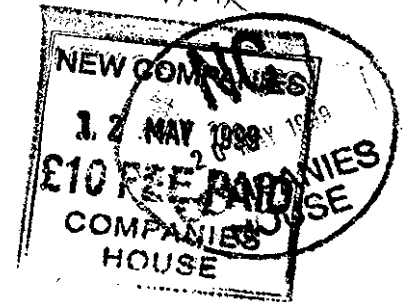
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Company No. 2078353

The Companies Act 1985

COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
OF
RESPONSE MARKETING INITIATIVES LIMITED

(Pursuant to Section 378 of the Companies Act 1985)
Passed on 5th. May 1999



AT AN EXTRAORDINARY GENERAL MEETING of the above named Company,
duly convened and held at 10 South Street, Bridport, Dorset, on the fifth
day of May 1999 the following SPECIAL RESOLUTION was duly passed:

THAT the name of the Company be changed to:

DENEWAY GUIDES AND TRAVEL LIMITED

Lois M G Edwards
SECRETARY

