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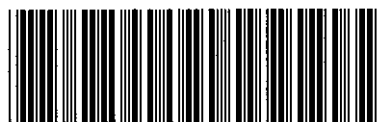
**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 3525474

The Registrar of Companies for England and Wales hereby certifies that  
DIALMODE (168) LIMITED

having by special resolution changed its name, is now incorporated  
under the name of  
CAROLINE VENTURE MANAGEMENT LIMITED

Given at Companies House, Cardiff, the 6th April 1999



\*C035254745\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



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

HC006B

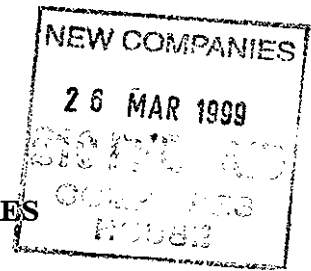
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THE COMPANIES ACTS 1985 & 1989  
PRIVATE COMPANY LIMITED BY SHARES

**DIALMODE (168) LIMITED**  
Registered No. 3525474

**SPECIAL RESOLUTION IN WRITING**

dated 25th March 1999



WE HEREBY CERTIFY  
THIS TO BE A TRUE  
COPY OF THE ORIGINAL

.....  
LAYTONS  
22 ST. JOHN STREET  
MANCHESTER M3 4ED

WE, the undersigned, being all the members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings **HEREBY PASS** the following Special Resolution and agree that the said resolution shall, pursuant to Section 381A of the Companies Act 1985, for all purposes be as valid and effective as if the same would have been passed at a General Meeting duly convened and held:-

**SPECIAL RESOLUTION**

1. That the name of the Company be changed to that of "Caroline Venture Management Limited".

Signed.....  
For and on behalf of  
**Sunlight House Nominees Limited**

Signed.....  
For and on behalf of  
**Dialmode Secretaries Limited**