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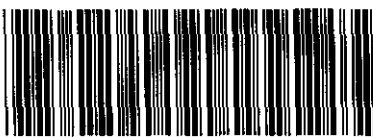
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3525474

The Registrar of Companies for England and Wales hereby certifies that
CAROLINE VENTURE MANAGEMENT LIMITED

having by special resolution changed its name, is now incorporated
under the name of
CLARENDON FUND MANAGERS LIMITED

Given at Companies House, Cardiff, the 28th June 2001



C03525474R



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B

117698

Company Number: 03525474

WRITTEN RESOLUTIONS OF SOLE MEMBER

Caroline Venture Management Limited (the "Company")

The Companies Acts 1985 and 1989

I, the undersigned, being the sole Member of the above-named Company entitled to receive notice of and to attend and vote at General Meetings hereby pass the following Resolutions as Special Resolutions and agree that the said Resolutions shall, in accordance with the Company's Articles of Association for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

Special Resolutions

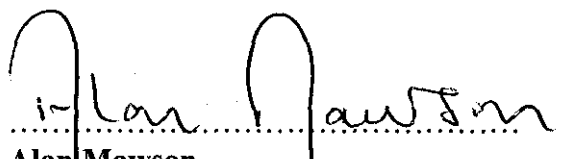
1. That the name of the Company be changed to:

Clarendon Fund Managers Limited

2. That the Company adopt new objects, as attached to these Written Resolutions, in substitution for, and to the exclusion of the existing objects of the Company.

Dated: 20 June 2001

Signed by the sole Member:


Alan Mawson

22, St John St.
MANCHESTER

90387.01

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