

FILE COPY



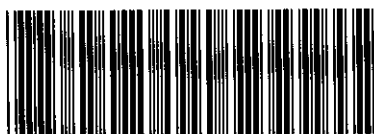
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4395718

The Registrar of Companies for England and Wales hereby certifies that
JOHNSON BROTHERS HOLDINGS LIMITED

having by special resolution changed its name, is now incorporated
under the name of
BAILEY JOHNSON (HOLDINGS) LIMITED

Given at Companies House, Cardiff, the 11th August 2005



C04395718A



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

320305/10

NP

1.5 AUG 2005

Company Number 04395718

THE COMPANIES ACT 1985 to 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

Of

JOHNSON BROTHERS HOLDINGS LIMITED (the "Company")

N G Bailey & Company Limited, being the sole member of the Company for the time being entitled to receive notice of and to attend and vote at general meetings of the Company, **RESOLVE** that the following resolutions be passed in the case of Resolutions 1, 2 and 3 as Elective Resolutions of the Company and in the case of Resolution 4 as a Special Resolution of the Company pursuant to Section 381A and 381B of the Companies Act 1985 (as amended) and agree that the written resolutions shall for all purposes be as valid and effective as if passed as Elective Resolutions at a general meeting of the Company duly convened and held:-

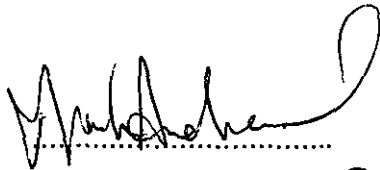
ELECTIVE RESOLUTIONS

1. That the Company elects in accordance with sections 379A and 252 of the Companies Act 1985 to dispense with the laying of accounts and reports before the Company in general meeting.
2. That the Company elects in accordance with sections 379A and 366A of the Companies Act 1985 to dispense with the requirement to hold an annual general meeting of the Company.
3. The Company elects in accordance with sections 379A and 386 of the Companies Act to dispense with the obligation to appoint auditors annually.

SPECIAL RESOLUTION

4. That the name of the Company be changed to "Bailey Johnson (Holdings) Limited".





Director, duly authorised for
and on behalf of

N G Bailey & Company Limited

29 July 2005

We hereby
certify this to
be a true copy
of an original
document.

Irvin Mitchell

4.8.05