

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 39045

The Registrar of Companies for England and Wales hereby certifies that
NEI CLARKE CHAPMAN LIMITED

having by special resolution changed its name, is now incorporated
under the name of
SPARE IPG 32 LIMITED

Given at Companies House, Cardiff, the 11th April 2001



C00039045A



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B

COMPANY NUMBER: 39045

COMPANIES ACT 1985
COMPANIES ACT 1989

COMPANY LIMITED BY SHARES

COPY OF RESOLUTIONS

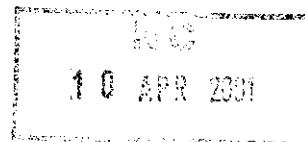
OF

NEI CLARKE CHAPMAN LIMITED

NOTICE is hereby given that at an Extraordinary General Meeting of the above named company duly convened and held at Moor Lane, Derby DE24 8BJ, the following special resolution was duly passed on 3 April 2001:

THAT the name of the company be changed to Spare IPG 32 Limited.


Secretary



BIRR
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