

# FILE COPY



## CERTIFICATE OF INCORPORATION

### ON CHANGE OF NAME

### AND RE-REGISTRATION OF A PUBLIC COMPANY

### AS A PRIVATE COMPANY

Company No. 164062

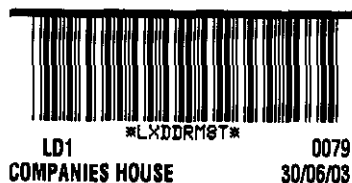
The Registrar of Companies for England and Wales hereby certifies that  
ENIC PLC

formerly registered as a public limited company having changed its  
name and having this day been re-registered under the Companies Act  
1985 as a private company is now incorporated under the name of

ENIC GROUP LIMITED

and that the company is limited.

Given at Companies House, London, the 30th June 2003



A handwritten signature in black ink, appearing to read 'S. Edwards'.

For The Registrar Of Companies



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

Date: 30 June 2003  
Our Ref: A23.E.E3024.33  
Your Ref:

## Wallace & Partners

*Solicitors*

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Registrar of Companies  
21 Bloomsbury Street  
London WC1



**BY HAND**

Dear Sirs

Re: ENIC plc (Company Number 00164062) ("the Company")

**RETAIN FOR 5 YEARS**

We act for the Company and have been instructed to make an application to re-register the Company as a private company limited by shares and to change the Company's name to ENIC Group Limited.

Accordingly, we enclose the following documents:

1. Form 53 duly signed;
2. Copy of the special resolutions passed approving the re-registration of the Company as a private company and the change of name;
3. Copy of the Memorandum and Articles of Association as amended by the special resolutions;
4. Cheque in the sum of £160 being the fee payable for the same-day expedited service.

You will note that "Group" is a name sensitive word and we are required to provide evidence that the Company is indeed a group company with at least two registered subsidiary companies so that the Company may be re-named ENIC Group Limited.

The following are wholly-owned subsidiaries of the Company:

1. ENIC Entertainment Limited (company number 03526636)
2. Lindow Investment Co. Limited (company number 00814045)
3. ENIC Gaming & Media Limited (company number 03513019)
4. ENIC Services Limited (company number 03450439)
5. ENIC Sports plc (company number 03979184)

Please note that the Company is itself a wholly-owned subsidiary of Kondar Limited, which is today changing its name to ENIC Limited (company number 04558176).

We look forward to hearing from you.

Yours faithfully,

**Wallace & Partners**

Partners: Simon Jones, David Judah,  
Rex Neuman\*, Rex Nwakodo, Martin Otvos,  
Simon Serota, Barry Shaw, Nicholas Yapp  
Consultants: Richard Schiffer†, Norman Slater,  
Adrian Wallace  
(\*also New York Bar, †also Illinois Bar)  
This firm is regulated by the Law Society