

FILE COPY



CERTIFICATE OF INCORPORATION ON RE-REGISTRATION OF A PUBLIC COMPANY AS A PRIVATE COMPANY

Company No. 237511

The Registrar of Companies for England and Wales hereby certifies that

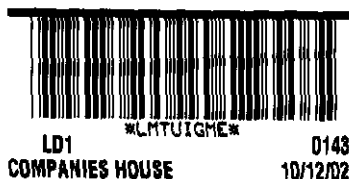
ARCADIA GROUP LIMITED

formerly registered as a public company has this day been re-registered under the Companies Act 1985 as a private company, and that the company is limited.

Given at Companies House, London, the 10th December 2002

PETER ANDREW IGA JRN

A handwritten signature in dark ink, appearing to read 'P. IGA JRN', written over the printed name.



For The Registrar Of Companies



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