



FILE COPY

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

Company No. 481574

The Registrar of Companies for England/Wales hereby certifies that

MARSHALLS GROUP PLC

formerly registered as a public company has this day been re-registered under the Companies Act 2006 as a private company is now incorporated under the name of

MARSHALLS GROUP LIMITED

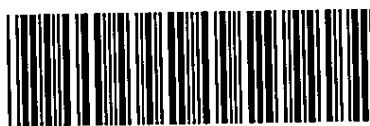
and that the company is limited by shares.

Its registered office is situated in England/Wales.

Given at Companies House on 23rd December 2009



WEDNESDAY



RM 23/12/2009 48
COMPANIES HOUSE

