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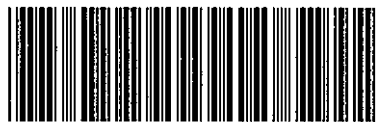
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1198637

The Registrar of Companies for England and Wales hereby certifies that
VANGUARD ENGINEERING WESTERN (HOLDINGS) LIMITED

having by special resolution changed its name, is now incorporated
under the name of
OCEAN (5) LIMITED

Given at Companies House, Cardiff, the 11th December 1998



C01198637A



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC006B

Company No: 1198637

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
of



VANGUARD ENGINEERING WESTERN (HOLDINGS) LIMITED

Passed on *30 November* 19

On *30 November* 1998 the following Resolutions were duly passed as Written Resolutions of the sole member of the Company entitled to attend and vote at General Meetings:-

RESOLUTION

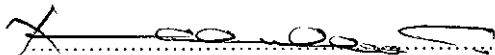
THAT:

- (1) Article 7A of the Company's Articles of Association be deleted in its entirety and be replaced with the following:

"The minimum permitted number of Directors of the Company shall be one, and whensoever the number of Directors shall be one, a sole Director shall have authority to exercise all the powers and discretions expressed by the Articles to be vested in the Directors generally. Regulation 64 shall be modified accordingly".

- (2) The name of the company be changed to Ocean (5) Limited.

Dated the *30th November* 1998



Director