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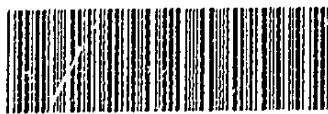
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1823605

The Registrar of Companies for England and Wales hereby certifies that
DORCHESTER LIMITED(THE)

having by special resolution changed its name, is now incorporated
under the name of
AUDLEY GROUP LIMITED

Given at Companies House, Cardiff, the 7th March 1995



C018236051

P. A. Morgan
P. A. MORGAN (SR)

For the Registrar of Companies



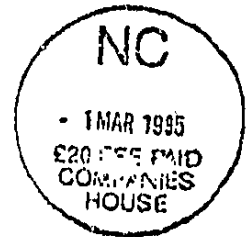
C O M P A N I E S H O U S E

HC006B

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1823605

THE DORCHESTER LIMITED
53 PARK LANE LONDON W1A 2HJ



WRITTEN RESOLUTION OF THE DORCHESTER LIMITED

In accordance with Article 5 of the Company's Articles of Association, we being the sole member of the Company entitled to attend and vote at a general meeting of the Company, hereby resolve upon the following resolution and agree that it shall be as valid and effective as if it had been passed as a special resolution at a general meeting of the Company duly convened and held.

SPECIAL RESOLUTION

THAT the name of the company be changed to AUDLEY GROUP LIMITED

.....
For Brunei Investment Agency
(Authorised officer)
(sole member)

Dated: 17th February 1995



Registered number 1823605 : England