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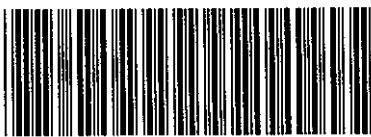
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2881796

The Registrar of Companies for England and Wales hereby certifies that
GOSH! THAT'S AVIATION LIMITED

having by special resolution changed its name, is now incorporated
under the name of
McCARTHY AVIATION LIMITED

Given at Companies House, Cardiff, the 18th June 1997



C02881796H

A handwritten signature in ink, appearing to read 'G A Brenton'.
G A BRENTON

For the Registrar of Companies



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

HC006B

Company No. 2881796

**THE COMPANIES ACT 1995
COMPANY LIMITED BY SHARES**

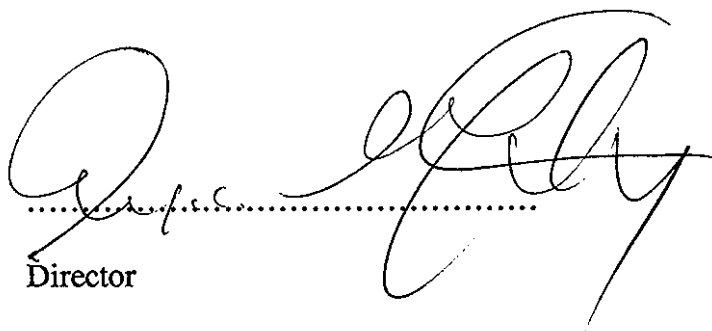
**RESOLUTION
OF
GOSH! THAT'S AVIATION LIMITED**



Passed 19th May 1997

At an Extraordinary General Meeting of the Company duly convened and held on the above date the following Resolution was passed as a Special Resolution:-

That with consent of the Registrar of Companies the name of the Company be changed to "McCarthy Aviation Limited"


.....
Director

RAD1132

