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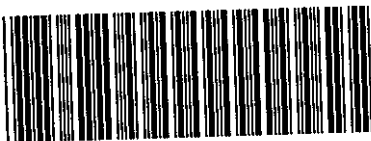
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3199961

The Registrar of Companies for England and Wales hereby certifies that
TRACKTODAY LIMITED

having by special resolution changed its name, is now incorporated
under the name of
Babes (Cardiff) Limited

Given at Companies House, Cardiff, the 17th July 1996



C03199961G

E. P. Owen
MRS. E. P. OWEN

For the Registrar of Companies



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

HC006B

THE COMPANIES ACTS 1985 to 1989

COMPANY NUMBER 3199961



SPECIAL RESOLUTION OF

TRACKTODAY LIMITED

We, the undersigned, INSTANT COMPANIES LIMITED and SWIFT INCORPORATIONS LIMITED, being all the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolution as a Special Resolution and agree that the said resolution shall, pursuant to Clause 53 in Table A (which Clause is embodied in the Articles of Association of the Company) or pursuant to any applicable rule of law, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

It is resolved:

That the name of the Company be changed to:-

Babes (Cardiff) Limited

JS
nh.

Dated this 25th day of June 1996

Signed

(AUTHORISED SIGNATORY OF INSTANT COMPANIES LIMITED)

(AUTHORISED SIGNATORY OF SWIFT INCORPORATIONS LIMITED)

REF. 3A7140 / CFPU
JORDANS LIMITED
21 ST. THOMAS ST.
BRISTOL, BS1 6JS