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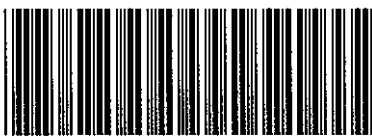
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3331076

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

having by special resolution changed its name, is now incorporated
under the name of
Emery-Farrow Developments Limited

Given at Companies House, Cardiff, the 11th April 1997



C03331076A

G. Wookey
G. WOOKEY

For the Registrar of Companies



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

HC006B

THE COMPANIES ACT 1985

COMPANY NUMBER : 3331076

SPECIAL RESOLUTION OF

WANDERING LIGHT LIMITED



I, the undersigned, being the representative of the sole member of the above-named Company **HEREBY PASS** the following resolution as a Special Resolution and agree that the said resolution shall, pursuant to Regulation 53 in Table A (which Regulation is embodied in the Articles of Association of the Company), 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

Emery-Farrow Developments Limited

11/4/97

A handwritten signature in dark ink, appearing to read "S. Hadgim".

for and on behalf of York Place Company Nominees Limited

Dated 3 April 1997

York Place Company Services Ltd
12 York Place
Leeds LS1 2DS
Tel: 0113 2420222