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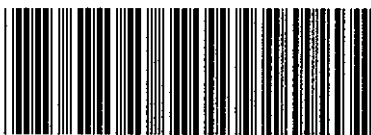
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3379174

The Registrar of Companies for England and Wales hereby certifies that
GILBRAN INVESTMENTS (ST ALBANS) LIMITED

having by special resolution changed its name, is now incorporated
under the name of
GILBRAN INVESTMENTS (MANAGEMENT) LIMITED

Given at Companies House, Cardiff, the 24th December 1998



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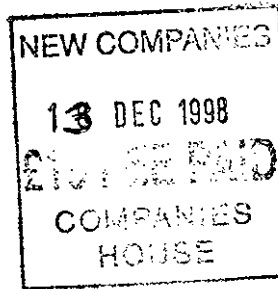


THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC006B



Companies Act 1985

Company Limited by Shares

Company No. 3379174

SPECIAL RESOLUTION

of

GILBRAN INVESTMENTS (ST. ALBANS) LIMITED

Passed the 26th day of November 1998

At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at 8 Mandeville Courtyard, Warriner Gardens, London SW11 4NB the following SPECIAL RESOLUTION was duly passed:

RESOLUTION:

THAT the name of the Company be changed to:

GILBRAN INVESTMENTS (MANAGEMENT) LIMITED

