

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4220016

The Registrar of Companies for England and Wales hereby certifies that

SHILLINGCLOSE LIMITED

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

PRO-CUR HOLDCO LIMITED

Given at Companies House, London, the 15th June 2001



C04220016E

A handwritten signature in black ink, likely of the Registrar of Companies.

For The Registrar Of Companies



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

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NIC
C.H.ACC.

Company No. 4220016

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING

of

SHILLINGCLOSE LIMITED

Clifford Chance Nominees Limited, being the sole member of the Company who at the date of this resolution is entitled to attend and vote at a general meeting of the Company, RESOLVES, in accordance with section 381A of the Companies Act 1985, to pass the following as a written resolution:

THAT the Company's name be changed to Pro-Cur Holdco Limited.

SIGNATURE:

Edward Bradley

for and on behalf of Clifford Chance Nominees Limited

DATE:

14 JUNE 2001



LD1
COMPANIES HOUSE

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15/06/01