

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4466962

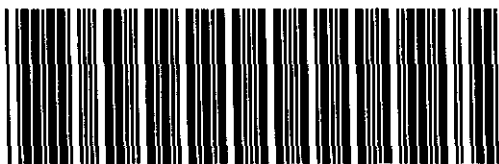
The Registrar of Companies for England and Wales hereby certifies that

VELVETGRANGE LIMITED

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

SUN CP TOPCO LIMITED

Given at Companies House, London, the 28th October 2002



C04466962R



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

CM ACC
Company No. 4466962

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING


of

VELVETGRANGE 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 **SUN CP TOPCO LIMITED**.

SIGNATURE:


for and on behalf of Clifford Chance Nominees Limited

DATE:

28/10/02

