

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4573541

The Registrar of Companies for England and Wales hereby certifies that

ALNERY NO. 2304 LIMITED

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

COLEMAN STAFFORDSHIRE FUNDING LIMITED

Given at Companies House, London, the 14th February 2003



C04573541D



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

Company number

4573541

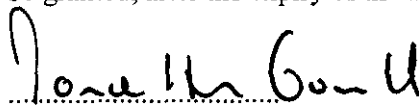


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THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF
ALNERY NO. 2304 LIMITED

By written resolutions dated ^{13th} February, 2003 Alnery Incorporations No.1 Limited, the sole member of the company agreed to the following resolutions being passed:

1. That the name of the company be changed to COLEMAN STAFFORDSHIRE FUNDING LIMITED.
2. That:
 - (a) the objects of the company be altered by the deletion of the existing objects clause in the memorandum of association and the substitution of the objects clause set out in the printed document marked "A" attached hereto;
 - (b) the regulations set out in the printed document marked "B" attached hereto be adopted as the articles of association of the company in substitution for all existing articles of association of the company;
 - (c) the authorised share capital of the company be increased by £9,900 to £10,000 by the creation of an additional 9,900 shares of £1 each ranking *pari passu* in all respects as one class of shares with the existing shares in the capital of the company; and
 - (d) the directors be generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to allot, or to grant any right to subscribe for or to convert any security into, shares in the company up to a maximum nominal amount of £9,999 at any time or times during the period from the date of the passing of this resolution up to and including 12th February, 2008 on which date the authority given by this resolution shall expire and such authority shall allow the company to make an offer or agreement before the expiry of the authority which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after the expiry of the authority.



For Alnery Incorporations
No. 1 Limited
(sole member)

