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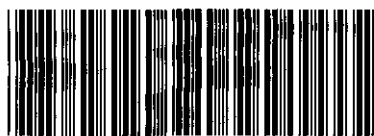
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4576709

The Registrar of Companies for England and Wales hereby certifies that
DE FACTO 1024 LIMITED

having by special resolution changed its name, is now incorporated
under the name of
THE DERBYSHIRE GROUP LIMITED

Given at Companies House, Cardiff, the 12th December 2003



C04576709B



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B

No. 4576709

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTION

-of-

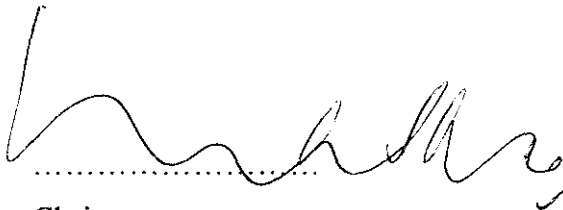
DE FACTO 1024 LIMITED

(Passed 9 December 2003)

At an EXTRAORDINARY GENERAL MEETING of the above-name Company, duly convened and held at Stubben Edge Hall, Ashover, Derbyshire S45 0EU on 9 December 2003 at 11.55 am/pm the following resolution was passed as a Special Resolution.

SPECIAL RESOLUTION

THAT, subject to the consent of the Registrar of Companies, the name of the Company be changed to "The Derbyshire Group Limited".



Chairman

