

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 4715342

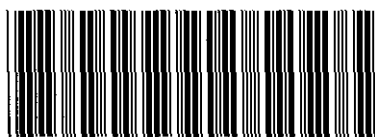
The Registrar of Companies for England and Wales hereby certifies that  
HALLCO 889 LIMITED

having by special resolution changed its name, is now incorporated

under the name of

360 MANAGEMENT COMPANY LIMITED

Given at Companies House, Cardiff, the 4th July 2003



\*C047153423\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —

Company No: 4715342

DEB

COMPANIES ACTS 1985 TO 1989  
COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION

of  
HALLCO 889 LIMITED (the "Company")  
(Passed on 13 June 2003 )

The undersigned, being all the members of the Company who at the date of this resolution are entitled to attend and vote at a general meeting of the Company convened for the purpose of considering and passing the Resolutions set out below **HEREBY RESOLVE** as follows in accordance with section 381(A) of the Companies Act 1985, and with the intent that the following resolutions should be valid and effective as if the same had been passed at a duly convened and held general meeting of the Company:

**SPECIAL RESOLUTIONS**

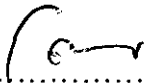
- 1 **THAT** the articles of association produced to the meeting and initialed, for identification purposes only, by the Chairman be and are hereby adopted as the new articles of association of the Company in place of and to the exclusion of the existing articles of association of the Company.
- 2 **THAT** the Company's name be changed to **360 MANAGEMENT COMPANY LIMITED.**

**ORDINARY RESOLUTIONS**

- 3 **THAT** the 2 existing issued ordinary shares of £1 each in the capital of the Company be re-designated as "A" ordinary shares of £1 each, such shares having the rights and obligations set out in the Articles of Association of the Company adopted by this Written Resolution.
- 4 **THAT** the 178 existing unissued ordinary shares of £1 each in the capital be re-designated as "A" ordinary shares of £1 each, such shares having the rights and obligations set out in the Articles of Association of the Company adopted by this Written Resolution.
- 5 **THAT** the 60 existing unissued ordinary shares of £1 each in the capital of the Company be re-designated as "B" ordinary shares of £1 each, such shares having the rights and obligations set out in the Articles of Association of the Company adopted by this Written Resolution.



Dated: 13 June 2003

  
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For and on behalf of Reinwood Limited