

FILE COPY



CERTIFICATE OF INCORPORATION ON RE-REGISTRATION OF A PUBLIC COMPANY AS A PRIVATE COMPANY

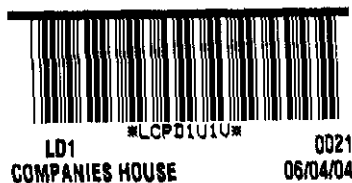
Company No. 4955958

The Registrar of Companies for England and Wales hereby certifies that

GD FIRST (UK) LIMITED

formerly registered as a public company has this day been re-registered under the Companies Act 1985 as a private company, and that the company is limited.

Given at Companies House, London, the 6th April 2004



S. Evans
SIMON EVANS

For The Registrar Of Companies



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