

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 5101354

The Registrar of Companies for England and Wales hereby certifies that
GAG199 LIMITED

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

Given at Companies House, Cardiff, the 27th September 2004



C05101354Q

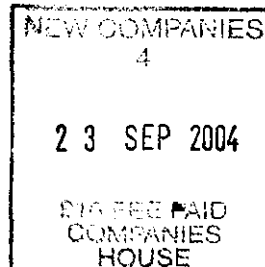


THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B



706396/10

GAG199 LIMITED

Company No:
05101354

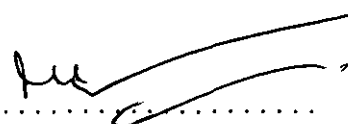
Passed:
17 August 2004

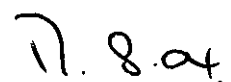
The Companies Acts 1985 and 1989

At an Extraordinary General Meeting of the above-named Company duly convened and held at DEBDALE LANE, KEYWORTH, NOTTINGHAM, NG12 5HN on Tuesday 17 August 2004 at 10.00 am the following Resolution was duly passed as a Special Resolution.

Special Resolution

"That the name of the Company be changed to ORCHARD TOYS LIMITED."


.....
Chairman


.....
Date

