

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

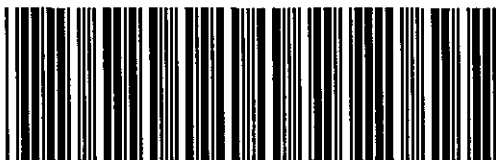
Company No. 5466773

The Registrar of Companies for England and Wales hereby certifies that
DE FACTO 1262 LIMITED

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

KURT GEIGER FINANCE LIMITED

Given at Companies House, London, the 1st July 2005



C054667730



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



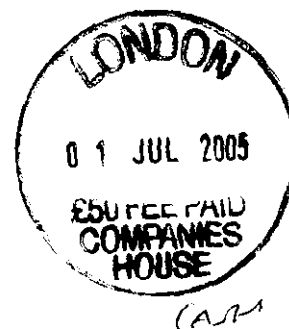
Companies House
— for the record —

THE COMPANIES ACT 1985

WRITTEN RESOLUTION

-of-

De Facto 1262 Limited



We, the undersigned, being all the members of the above-named Company (the "Company") for the time being entitled to attend and vote at general meetings of the Company unanimously resolve in accordance with section 381A of the Companies Act 1985:

1. THAT subject to the consent of the Registrar of Companies, the name of the Company be changed to "Kurt Geiger Finance Limited"; and
2. THAT, pursuant to section 9 of the Companies Act 1985, the Articles of Association of the Company be amended by deleting the existing Article 7 in its entirety and replacing it with the following:

"TRANSFER OF SHARES

7. The directors may, in their absolute discretion and without giving any reason for doing so, decline to register the transfer of any share or suspend registration thereof, whether or not a fully paid share, save where such transfer:-
 - 7.1 is to any bank, institution or other person to which such shares have been charged by way of security, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (a "Secured Institution"); or
 - 7.2 is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
 - 7.3 is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security,

and the directors shall forthwith register any such transfer of shares upon receipt and furthermore notwithstanding anything to the contrary contained in these articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall (in either such case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the articles or otherwise

howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise."

³⁰
Date: June 2005

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for and on behalf of
Travers Smith Secretaries Limited

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for and on behalf of
Travers Smith Limited

