

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 5524029

The Registrar of Companies for England and Wales hereby certifies that
BROOMCO (3845) LIMITED

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

Given at Companies House, Cardiff, the 20th October 2005



C05524029J



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

NEW ZEALAND
0 9 87 127

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
COPY WRITTEN RESOLUTIONS

of

BROOMCO (3845) LIMITED

("Company")

DATED 31 AUGUST 2005

Company No: 5524029



051159/10



By written resolutions signed in accordance with section 381A of the Companies Act 1985 by or on behalf of all the members of the Company who, at the date of the resolutions, were entitled to attend and vote at a general meeting of the Company **it was resolved:**

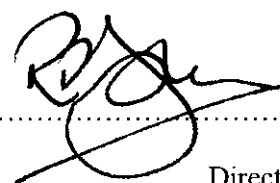
WRITTEN RESOLUTIONS

1. That pursuant to section 121 of the Act:
 - 1.1 the existing issued share of £1.00 in the capital of the Company be subdivided and redesignated as 10 "B" ordinary shares of £0.10 each in the capital of the Company; and
 - 1.2 the remaining 999 shares of £1.00 each comprised in the authorised but unissued share capital of the Company be sub-divided into 9,990 shares of £0.10 each in the capital of the company and 4,990 of such shares be redesignated into:
 - 1.2.1 2,700 A ordinary shares of £0.10 each in the capital of the Company;
 - 1.2.2 1,790 B ordinary shares of £0.10 each in the capital of the Company;
 - 1.2.3 500 C ordinary shares of £0.10 each in the capital of the Company;

each such shares having the respective rights set out in the new articles of association of the Company to be adopted.

2. That pursuant to s80 of the Act and in substitution for all existing authorities under that section, the directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of section 80 of the Act) up to an aggregate nominal value of £999 provided that (unless previously revoked, varied or renewed) this authority shall expire of the fifth anniversary of the date of this resolution, save that the Company may make an offer or agreement before the expiry of this authority which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities pursuant to any such offer or agreement as if the authority conferred by this resolution has not expired.

3. That subject to the passing of resolution 2 the directors be empowered, pursuant to section 95 of the Act to allot equity securities up to the aggregate value as set in paragraph 2, as if section 89(1) of the Act did not apply to the allotment. This power expires on the fifth anniversary of the date of this resolution but the Company may make an offer or agreement which would or might require equity securities to be allotted after the expiry of this authority and the directors may allot equity securities in pursuance of that offer or agreement.
4. That the new articles of association of the Company be adopted to the exclusion of and in substitution for existing articles of association of the Company.
5. That after careful consideration of the documents the entry into by the Company of the NM Rothschild and Sons Limited consent/waiver letter is approved.
6. That the name of the Company be changed to "Equidebt Holdings Limited".

A handwritten signature in black ink, consisting of stylized, overlapping loops and a long horizontal stroke at the bottom.

Director/Secretary