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CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

Company No. 5675241

The Registrar of Companies for England and Wales hereby certifies that

CHARCO 1145 LIMITED

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

FIRST CHOICE USA LIMITED

Given at Companies House, Cardiff, the 25th January 2006

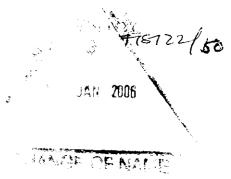


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Company No: 05675241



THE COMPANIES ACTS 1985 AND 1989 COMPANY LIMITED BY SHARES CHARCO 1145 LIMITED

WRITTEN SPECIAL RESOLUTION PASSED BY THE SOLE MEMBER PURSUANT TO SECTION 381A OF THE COMPANIES ACT 1985

The following resolution has been agreed to by the undersigned, being the sole member of the Company:-

SPECIAL RESOLUTION

THAT the name of the Company be changed to "First Choice USA Limited".

Signed:

For and on behalf of Halco Secretaries Limited

Date:

24 Jamery 2006

