

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 6319053

The Registrar of Companies for England and Wales hereby certifies that

MANDARIN RECRUITMENT COMPANY LIMITED

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

MANDARIN RECRUITMENT LIMITED

Given at Companies House, London, the 17th September 2007



C06319053G



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

026769

Number of Company: 06319053

THE COMPANIES ACT 1985-2000
COMPANY LIMITED BY SHARES



**WRITTEN RESOLUTION
OF MANDARIN RECRUITMENT COMPANY LIMITED**

Pursuant to Section 381A of the Companies Act 1985 ("the Act")

Passed on 12 September 2007

I, the undersigned, being the sole member of the above-named company at the date hereof **HEREBY PASS** the following ordinary and special resolutions as written resolutions and agree that they shall, for all purposes, be as valid and effective as if they had been passed at a general meeting of the Company duly convened and held

THAT:

- 1) the name of the Company be changed to Mandarin Recruitment Limited,
- 2) the authorised share capital of the Company be increased from £1,000 to £10,000,000 by the creation of 9,999,000 ordinary shares of £1 each in the capital of the Company such ordinary shares to rank pari passu in all respects with the existing ordinary shares of the Company and having the rights set out in the Articles of Association of the Company;
- 3) the Directors be and are hereby generally and unconditionally authorised pursuant to section 80 of the Act to exercise all the powers of the Company to allot and make offers to allot relevant securities up to an aggregate nominal amount of £74,999 provided that this authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2007 or 31 December 2007 (whichever is earlier) save that the Company may before such expiry make an offer or enter into an agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as the authority conferred hereby had not expired.
- 4) **THAT** the Directors be authorised and empowered pursuant to section 95 of the Act to allot equity securities (as defined in section 94(2) of the Act) for cash pursuant to the section 80 authority referred to in resolution 3 of this Written Resolution as if



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COMPANIES HOUSE

section 89(1) of the Act did not apply to any such allotment provided that this power should be limited to the allotment of 74,999 shares and that this authority shall expire at the conclusion of the Annual General Meeting of the Company to held in 2007 or 31 December 2007 (whichever is earlier) but so that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired



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Carrie Kwan Waley