

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 246391

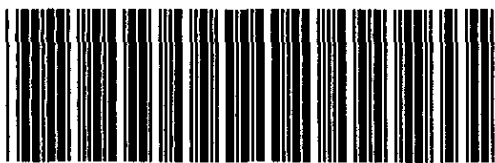
The Registrar of Companies for Scotland hereby certifies that

MACNEWCO NINETY SEVEN LIMITED

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

GILES HOLDINGS LIMITED

Given at Companies House, Edinburgh, the 11th July 2003



CSC246391A



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

C O M P A N I E S H O U S E

Co. No SC 246391

Companies Act 1985

A Private Company Limited by Shares

Written Resolution

of

MACNEWCO NINETY SEVEN LIMITED
(hereinafter referred to as "the Company")

Pursuant to Section 381A of the Companies Act 1985

We the undersigned members of the above named Company being all the members who at the date hereof would be entitled to attend and vote at a general meeting of the Company hereby resolve as follows:-

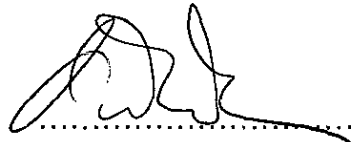
Special Resolution

"THAT the name of the Company be and is hereby changed to Giles Holdings Limited"

Declaring that pursuant to Section 381(A) of the Companies Act 1985, this Written Resolution need not be a single document but may be comprised of several documents (provided they are in an identical form) signed separately for administrative convenience by individual shareholders. Pursuant to Section 381(A)(3) the resolutions contained in the Written Resolution will be effective from the date of signature of the last member to sign.


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Date 10th July 2003


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Date 10th July 2003.



SCT SHLYWMJT 1967
COMPANIES HOUSE 11/07/03

