



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 352055

The Registrar of Companies for Scotland hereby certifies that

AB1 COLLECTABLES.COM LTD.

having changed its name, is now incorporated under the name of

AB1 GIFTS2GO LTD

Given at Companies House on **7th August 2009**



CSC3520556

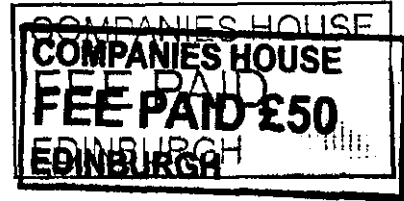


Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

Company No: SC352055



THE COMPANIES ACTS 1985 TO 2006
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION
OF
AB1 COLLECTABLES.COM LIMITED

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (Resolution)

SPECIAL RESOLUTION


I, the undersigned, being the sole member of the Company, who, at the date of this Resolution would be entitled to attend and vote at General Meetings of the Company, hereby pass the following Resolution as a Special Resolution and agree that the said Resolution shall, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

"the name of the Company be changed to "AB1 Gifts2Go Ltd"

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, being the sole member of the Company and as such the person entitled to vote on the Resolution on 20th July 2009, hereby irrevocably agree to the Resolution:


Signed by Susan Brand

20th July 2009
Date

NOTES



1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

- By Hand: delivering the signed copy to Ritchie Whyte, Aberdeen Considine & Company, 8 & 9 Bon Accord Crescent, Aberdeen, AB11 6DN
- Post: returning the signed copy by post to Ritchie Whyte, Aberdeen Considine & Company, 8 & 9 Bon Accord Crescent, Aberdeen, AB11 6DN
- Fax: faxing the signed copy to 01224 337469 marked "For the attention of Ritchie Whyte".
- Email: by attaching a scanned copy of the signed document to an email and sending it to rwhyte@acandco.com. Please enter "Written Resolution dated 2008" in the email subject box and confirm your identity in the text of the email.

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.

3. Unless, by 27th July 2009, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.

4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.