



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 6301618

The Registrar of Companies for England and Wales hereby certifies that

MUTANDERIS 551 LIMITED

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

VATUKOULA GOLD MINES LIMITED

Given at Companies House on **28th July 2008**



C06301618R



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

031041 10

Company Number: 6301618

WRITTEN RESOLUTION OF THE SOLE MEMBER


- of -

MUTANDERIS 551 LIMITED
("the Company")

In accordance with Regulation 53 of Table A (being applicable to the Company) the following resolution in writing (having been signed by or on behalf of all the members of the Company who would at the date the resolution becomes effective have the right to attend and vote at general meetings of the Company) shall have effect as if duly passed at a general meeting and without the requirement for any previous notice, and be dated with the date of the last member to sign this or some other document setting out accurately the terms of the resolution

- 1. CHANGE OF NAME**
THAT the name of the Company be changed to

Vatukoula Gold Mines Limited



Dated

9th July 2008

Laytons Partner
For and on behalf of
LAYTONS MANAGEMENT LIMITED
Sole Shareholder

THURSDAY

A58

10/07/2008

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COMPANIES HOUSE