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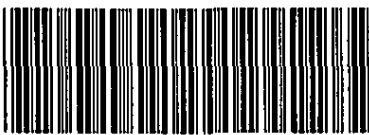
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 6428210

The Registrar of Companies for England and Wales hereby certifies that
NORHAM HOUSE 1146 LIMITED

having by special resolution changed its name, is now incorporated
under the name of
HAYS FOREIGN EXCHANGE (EAST MIDLANDS) LIMITED

Given at Companies House, Cardiff, the 13th December 2007



C06428210C



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B

Company Number. 6428210

128773/10.

Certified a true and correct copy
of the original document

Signed *J. Dan*

Muckle LLP

Newcastle upon Tyne

Date 11/12/2007

The Companies Act 2006
Company Limited by Shares
Written Resolution
of
Norham House 1146 Limited
(Company)

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

That the name of the Company be changed to **Hays Foreign Exchange (East Midlands) Limited.**

Agreement

The undersigned, who were entitled to vote on the above resolution on 7 December 2007, hereby irrevocably agree to the Resolution

Date	Member	Signature
7 December 2007	Norham House Director Limited	<i>J. Dan</i>

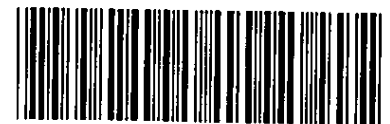
Notes

- If you agree to 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 Muckle LLP, Norham House, 12 New Bridge Street West, Newcastle upon Tyne, NE1 8AS
 - Post** returning the signed copy by post to to Muckle LLP, Norham House, 12 New Bridge Street West, Newcastle upon Tyne, NE1 8AS

If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply

- Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- Unless, by 4 January 2008, sufficient agreement has been received for the Resolution to be passed, it will lapse If you agree to the Resolution, please ensure that your agreement reaches us before or on this date

WEDNESDAY



AG6RQVFN

A40

12/12/2007

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COMPANIES HOUSE

- 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 Company's 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.