

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4914723

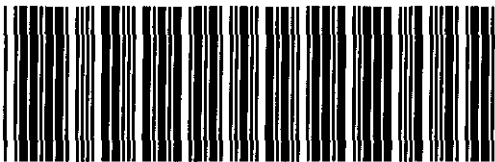
The Registrar of Companies for England and Wales hereby certifies that

SPIRIT INTERMEDIATE ACQUISITIONS LIMITED

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

PRESTBURY WENTWORTH INTERMEDIATE LIMITED

Given at Companies House, London, the 31st March 2004



C04914723U



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

128249



Company number: 4914723

THE COMPANIES ACTS 1985 to 1989
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

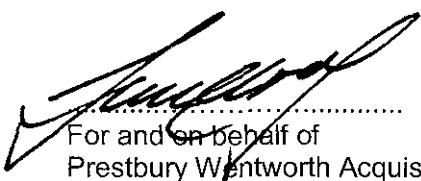
OF

SPIRIT INTERMEDIATE ACQUISITIONS LIMITED

We, the undersigned being the member 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 resolution shall, for all purposes be as valid and effective as if the resolution had been passed by us all at a general meeting of the company duly convened and held.

SPECIAL RESOLUTION

THAT the name of the company be changed to Prestbury Wentworth Intermediate Limited.


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For and on behalf of
Prestbury Wentworth Acquisitions Limited

Dated:

29 March 2004

Presented by:
Taylor Wessing
Carmelite
50 Victoria Embankment
Blackfriars
London EC4Y 0DX
Ref: PSB

