

FILE COPY



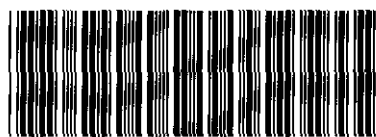
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 5609241

The Registrar of Companies for England and Wales hereby certifies that
MENTOR FOUNDATION UK LIMITED

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

Given at Companies House, Cardiff, the 11th April 2006



C05609241A



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B

099796/10

Company Number: 05609241

THE COMPANIES ACTS 1985 AND 1989

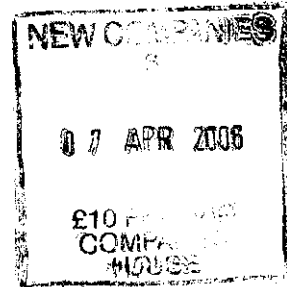
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

SPECIAL RESOLUTION

OF

MENTOR FOUNDATION UK LIMITED

Passed 9 March 2006



We, the undersigned, being all the members of the Company for the time being entitled to receive notice of and to attend and vote at general meetings (or being a corporation by our duly authorised representative) and pursuant to the articles of association hereby resolve that the following resolution be passed and agree that the same shall have the same effect as if passed as a special resolution at a general meeting duly convened and held:-

THAT subject to and with effect from the date on which the registrar of companies issues an altered certificate of incorporation the name of the Company be changed to:

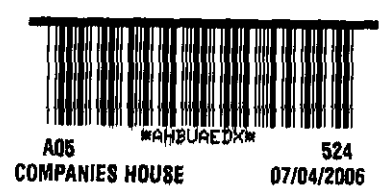
Mentor Foundation UK

Mancroft
.....
The Rt. Hon. Lord Mancroft

Paisner
.....
Martin Paisner

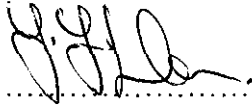
.....
Sir Jack Stewart-Clarke

M. J. King
.....
Ms Mary King

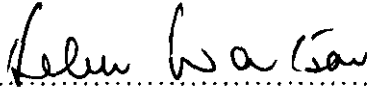




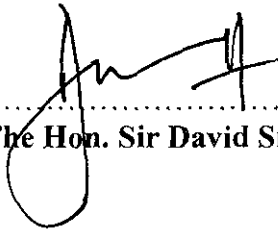
.....
Ms Sim Scavazza



.....
Mr Tom Wass



.....
Mrs Helen Watson



.....
The Hon. Sir David Sieff

Company Number: 05609241

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

SPECIAL RESOLUTION

OF

MENTOR FOUNDATION UK LIMITED

Passed 9th March 2006

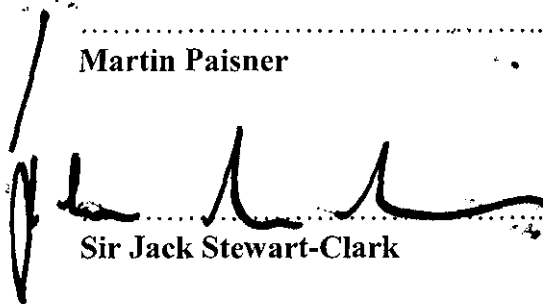
We, the undersigned, being all the members of the Company for the time being entitled to receive notice of and to attend and vote at general meetings (or being a corporation by our duly authorised representative) and pursuant to the articles of association hereby resolve that the following resolution be passed and agree that the same shall have the same effect as if passed as a special resolution at a general meeting duly convened and held:-

THAT subject to and with effect from the date on which the registrar of companies issues an altered certificate of incorporation the name of the Company be changed to:

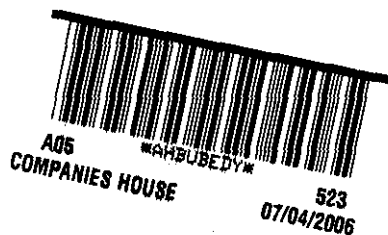
Mentor Foundation UK

.....
The Rt. Hon. Lord Mancroft

.....
Martin Paisner


.....
Sir Jack Stewart-Clark

.....
Ms Mary King





Companies House
— for the record —

Please complete in typescript,
or in bold black capitals.
CHFP000

602
79308
ABS

30(5)(c)

Change of name omitting "limited" or "cyfyngedig"

Company Number

05609241

Company Name in full

MENTOR FOUNDATION VK LIMITED.

I, ERIC CARLIN

of RESIDENTIE LIJNBAN APT-48, 8400 OSTENDE, BELGIUM

Please delete as appropriate.

~~As director~~ ~~As secretary~~ of the company do solemnly and sincerely declare that the company complies with the requirements of section 30(3) of the Companies Act 1985.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

[Handwritten signature]

Declared at

41 TABERNACLE STREET, LONDON EC4A 4AA

Day Month Year

on 19 01 2006

Please print name.

before me

[Handwritten signature] A. HARDENBERG

Signed

[Handwritten signature]

Date

19/01/06

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, DX number and Exchange of the person Companies House should contact if there is any query.

DECHERT LLP

160 QUEEN VICTORIA STREET, LONDON EC4V 4BQ.

Tel 0207 184 7000.

DX number 30

DX exchange CHANCERY.

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
Companies registered in England and Wales

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland DX 235 Edinburgh



A05
COMPANIES HOUSE
07/04/2006

COMPANIES HOUSE

07/04/2006