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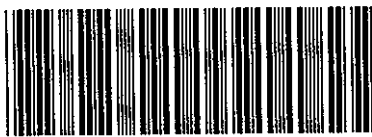
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3462766

The Registrar of Companies for England and Wales hereby certifies that
WATERLOO FASHIONS LTD

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

Given at Companies House, Cardiff, the 17th February 1998



C03462766G

A handwritten signature in black ink, appearing to read 'G A Brenton'.

G A BRENTON

For the Registrar of Companies



C O M P A N I E S H O U S E

HC006B

CON 00297 RWT

Company Number: 3462766

17/2

Private Company Limited by Shares

WATERLOO FASHIONS LTD



At an Extraordinary General Meeting of the above company duly convened, and held at 70-74 City Road London EC1Y 2EA on the 4th February 1998 the following resolution was duly passed as a special resolution:

Special Resolution

That the name of the company be changed to:

RING SIGHTS LTD

Signed

A large, stylized handwritten signature in black ink, consisting of several loops and a long horizontal stroke.

Chairman of the meeting

