

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4010580

The Registrar of Companies for England and Wales hereby certifies that

EVENTOWER LIMITED

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

BAXI FINANCE LIMITED

Given at Companies House, London, the 24th November 2000



C04010580N

R Davis
K DAVIS

For The Registrar Of Companies



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



THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

EVENTOWER LIMITED

The following resolutions were passed by the Company pursuant to a written resolution dated **22** November 2000 in accordance with article 7 of the Company's articles of association, of which resolutions 1 and 2 would otherwise be required to be passed as ordinary resolutions and resolutions 3 to 5 as special resolutions.

ORDINARY RESOLUTIONS

1. THAT the share capital of the Company be increased to £10,000,000 by the creation of an additional 9,999,000 ordinary shares of £1 each identical to and ranking pari passu with the existing ordinary shares of £1 in the capital of the Company.
2. THAT the directors be generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80(2) of the Act) up to an aggregate nominal amount of £10,000,000. This authority shall expire on 17 November 2005 save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired. This authority shall be in substitution for and shall replace any existing authority pursuant to the said section 80 to the extent not utilised at the date this resolution is passed.

SPECIAL RESOLUTIONS

3. THAT subject to the passing of the resolution numbered 1, the directors be empowered to allot equity securities (as defined in section 94(2) of the Act) of the Company pursuant to the authority conferred by such resolution as if section 89(1) of the said Act did not apply to any such allotment. This power shall expire on 17 November 2005 save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.
4. THAT the name of the Company be changed to "Baxi Finance Limited".
5. THAT new articles of association in the form contained in the draft articles of association produced to the meeting and initialled by the chairman for the purposes of identification be adopted as the articles of association of the Company in substitution for and to the exclusion of all previous articles of association.


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Director

Presented by: Ashurst Morris Crisp
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