

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 5612982

The Registrar of Companies for England and Wales hereby certifies that

NORHAM HOUSE 1055 LIMITED

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

BERNICIA HISTORY LIMITED

Given at Companies House, Cardiff, the 25th January 2006



C056129820



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

Company Number: 5612982

The Companies Act 1985
Company Limited by Shares
Written Resolutions
of
Norham House 1055 Limited

7 7 7000
124201

Dated 18 January 2006

We, the undersigned, being the sole member of the Company entitled to receive notice of and attend and vote at general meetings of the Company in accordance with resolution 53 of the Companies Act 1985 Table A and do hereby declare the following Resolutions to have been passed as written resolutions and confirm that such Resolutions shall be valid and effective as if they had been passed at an Extraordinary General Meeting of the Company duly convened and held:-

1. That, the name of the Company be changed to "Bernicia History Limited".
2. That pursuant to section 252 of the Companies Act 1985, the Company elects to dispense with the laying of accounts and reports before the Company in general meeting.
3. That pursuant to section 366A of the Companies Act 1985, the Company elects to dispense with the holding of annual general meetings.
4. That pursuant to section 386 of the Companies Act 1985, the Company elects to dispense with the obligation to appoint auditors annually.
5. That pursuant to section 80A of the Companies Act 1985, the Company elects that the provisions of such section 80A shall apply, instead of the provisions of sections 80(4) and (5) of that Act, in relation to the giving or renewal, after the passing of this resolution, of an authority under section 80 of that Act.
6. That pursuant to section 369(4) of the Companies Act 1985, the Company elects that the provisions of section 369(4) of that Act shall have effect in relation to the Company as if, for the reference to 95 per cent contained in paragraphs (a) and (b) of that section, there were substituted reference to 90 per cent or such greater percentage as may subsequently be determined by the Company in general meeting

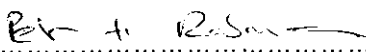


Name

Signature

For and on behalf of Norham House Director Limited

Norham House Director Limited


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Authorised signatory of Norham House Director
Limited