

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3351335

The Registrar of Companies for England and Wales hereby certifies that
THE DESIGNER ROOM LIMITED

having by special resolution changed its name, is now incorporated
under the name of
THE DESIGNER ROOM (HOLDINGS) LIMITED

Given at Companies House, Cardiff, the 17th October 2001



C03351335G



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

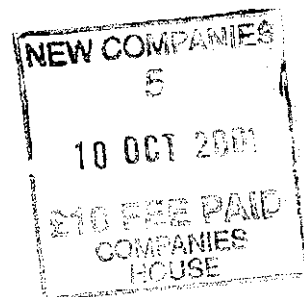


Companies House
— for the record —

Arb Lath
301341

Company Number: 3351335

THE DESIGNER ROOM LIMITED
THE COMPANIES ACT 1985
(as amended by the Companies Act 1989)



FORM OF WRITTEN RESOLUTIONS PASSED BY PRIVATE COMPANY

We, the undersigned, being all the members for the time being of the above-named Company entitled to receive notice of, to attend and vote at general meetings of the Company HEREBY RESOLVE as follows, pursuant to Section 381A Companies Act 1985:

SPECIAL RESOLUTIONS

1. That the Articles of Association appended to this resolution initialled for identification purposes by each shareholder be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.
2. That the name of the Company be changed to "The Designer Room (Holdings) Limited".


.....
RICHARD WALTON


.....
GRAHAM SYMES


.....
CHARLOTTE MCHARDY

Dated 1st October 2001

