

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 5471124

The Registrar of Companies for England and Wales hereby certifies that

DAWES ENTERPRISES LTD

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

CHA (2005) LIMITED

Given at Companies House, London, the 11th October 2005



C05471124A



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

No. 5471124

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

-of-

DAWES ENTERPRISES LIMITED

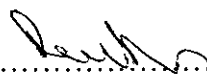



The following resolutions were duly agreed to by the members of the Company in accordance with section 381A of the Companies Act 1985 with effect from September 2005:

1. **THAT**, the one issued ordinary share of £1 in the capital of the Company registered in the name of Travers Smith Limited be sub-divided and converted into 100 'A' ordinary shares of 1 pence each, and the one issued ordinary share of £1 in the capital of the Company registered in the name of Travers Smith Secretaries Limited be sub-divided and converted into 100 'A' ordinary shares of 1 pence each, having the rights attached to them as set out in the new Articles of Association of the Company to be adopted under resolution 4 below.
2. **THAT**, each of 978 of the unissued ordinary shares of £1 each in the capital of the Company each be sub-divided and converted into 100 'A' ordinary shares of 1 pence each, having the rights attached to them as set out in the new Articles of Association of the Company to be adopted under resolution 4 below.
3. **THAT**, each of 20 the unissued ordinary shares of £1 each in the capital of the Company be subdivided and converted into 100 "B" Ordinary Shares of 1 pence each, having the rights and being subject to the conditions contained in the Articles of Association of the Company to be adopted by resolution 4 below.
4. ~~**THAT**, pursuant to section 9 of the Companies Act 1985, the Articles of Association of the Company be deleted in their entirety and the regulations contained in the document appended to these resolutions be approved and 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.~~
5. **THAT**, subject to the consent of the Registrar of Companies, the name of the Company be changed to "CHA (2005) Limited".



Date: 10 October 2005


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Travers Smith Limited
(authorised signatory)


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Travers Smith Secretaries Limited
(authorised signatory)