

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3941405

The Registrar of Companies for England and Wales hereby certifies that
INHOCO 2039 LIMITED

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

Given at Companies House, Cardiff, the 14th April 2000



C03941405D



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

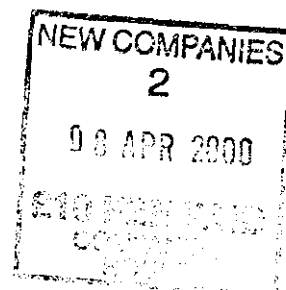


C O M P A N I E S H O U S E

C006

014900
Company No. 3941405

THE COMPANIES ACTS 1985-1989
PRIVATE COMPANY LIMITED BY SHARES



WRITTEN RESOLUTION

of

INHOCO 2039 LIMITED

DATED: 7th April 2000

WE, the undersigned, being the sole member of the above-named Company entitled to receive notice of and to attend and vote at a general meeting of the Company in respect of the Resolution set out below do hereby agree to and make the following Resolution which shall have effect as a Special Resolution and which shall, pursuant to section 381A Companies Act 1985 (as amended by the Deregulation (Resolutions of Private Companies) Order 1996), be as valid and effective for all purposes as if the same had been duly passed at a general meeting of the Company duly convened and held:

Special Resolution

That the name of the Company be changed to:-

HENROB DIRECT LIMITED

For and on behalf of Inhoco Formations Limited

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Authorised signatory of Inhoco Formations Limited

Dated: 7th April 2000

