

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2947508

The Registrar of Companies for England and Wales hereby certifies that
COX DEDICATED CORPORATE MEMBER (NO 2) LIMITED

having by special resolution changed its name, is now incorporated

under the name of

CDCM (NO 2) LIMITED

Given at Companies House, Cardiff, the 18th June 2003



C02947508H



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B

388587
CLW

Cox Dedicated Corporate Member (No 2) Limited

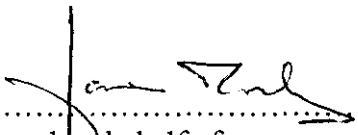
Number: 2947508

The Companies Acts 1985 and 1989

We, the undersigned, being the sole member for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings, hereby pass the following Resolution as a Special Resolution and agree that the said Resolution shall, pursuant to section 381A of the Companies Act 1985, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held:

"THAT the name of the Company be changed to CDCM (No 2) Limited."

Passed on: 22nd May 2003


.....
For and on behalf of
Cox Commercial Limited

