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CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

Company No. 4074919

The Registrar of Companies for England and Wales hereby certifies that EXPANDRESERVE PUBLIC LIMITED COMPANY

having by special resolution changed its name, is now incorporated under the name of THE POST OFFICE GROUP PLC

Given at Companies House, Cardiff, the 12th December 2000



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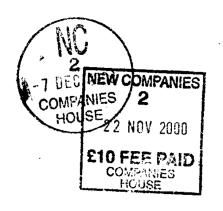
Company Number: 4074919

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTION

- of -



EXPANDRESERVE PUBLIC LIMITED COMPANY

(passed on 20th November 2000)

At an Extraordinary General Meeting of the Company held at Exchange House, Primrose Street, London EC2A 2HS on 20th November 2000 the following resolution was duly passed by the Company:-

SPECIAL RESOLUTION

THAT the name of the Company be changed from Expandreserve Public Limited Company to "The Post Office Group plc" and consequential amendments to reflect such change be made to the Memorandum and Articles of Association.

> **GRO** CHAIRMAN

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