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**CERTIFICATE OF INCORPORATION
ON RE-REGISTRATION OF A PUBLIC COMPANY
AS A PRIVATE COMPANY**

No.48947

I hereby certify that

RGC OFFSHORE LIMITED

formerly registered as a public company has this day been re-registered
under the Companies Act 1985 as a private company, and that the
Company is limited

Given under my hand at Companies House, Cardiff the 4th June 1996

F. A. Joseph.

MR. F. A. JOSEPH
An Authorised Officer



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COMPANIES HOUSE 04/06/96