

SPECIAL RESOLUTION OF HUWOOD LIMITED

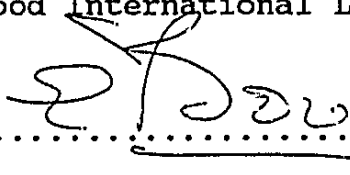
THE COMPANIES ACT 1985

COMPANY NUMBER 134691

At an EXTRAORDINARY GENERAL MEETING of the above named Company
duly convened and held at
West House, King Cross Road, Halifax, West Yorkshire
on
21 July 1992

the following Resolution was duly passed as a SPECIAL RESOLUTION

That the name of the Company be changed to
Huwood International Limited.


.....
CHAIRMAN

Certified a True Copy


.....
M J R Porter, Company Secretary



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 134691

I hereby certify that

HUWOOD LIMITED

having by special resolution changed its name,

is now incorporated under the name of

HUWOOD INTERNATIONAL LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 21 AUGUST 1992

A handwritten signature in dark ink, appearing to read 'L. Parry'.

MRS. L. PARRY

an authorised officer