

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 245487

The Registrar of Companies for England and Wales hereby certifies that
R.T.Z. PACIFIC HOLDINGS LIMITED

having by special resolution changed its name, is now incorporated
under the name of
RIO TINTO PACIFIC HOLDINGS LIMITED

Given at Companies House, Cardiff, the 23rd June 1997



C00245487M

E. P. Owen
MRS. E. P. OWEN

For the Registrar of Companies



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

HC006B

Company Number: 245487



THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

R.T.Z. PACIFIC HOLDINGS LIMITED

Passed on the 10 day of June 1997

At an Extraordinary General Meeting of the above-named Company duly convened and held on the 10 day of June 1997 at 6 St James's Square, London, SW1Y 4LD, the following resolution was passed as a Special Resolution:-

RESOLUTION

"THAT the name of the Company be changed to Rio Tinto Pacific Holdings Limited".

A handwritten signature in dark ink, appearing to read "M. Freeman".

CHAIRMAN