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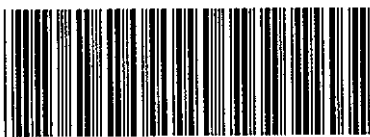
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 295777

The Registrar of Companies for England and Wales hereby certifies that
COTTON OXFORD LIMITED

having by special resolution changed its name, is now incorporated
under the name of
CANTERBURY COTTON OXFORD LIMITED

Given at Companies House, Cardiff, the 19th November 1998



C00295777I



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

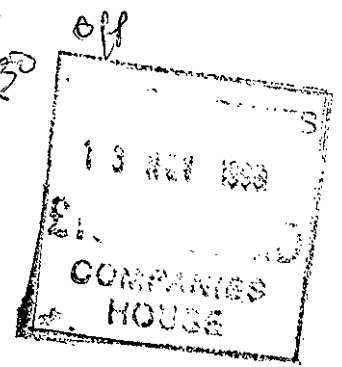


C O M P A N I E S H O U S E

HC006B

COMPANY NUMBER: 295777

COTTON OXFORD LIMITED




Written Special Resolution of Cotton Oxford Limited

We, the undersigned, being the representative of the sole member of the above named Company entitled to attend and vote at an Extraordinary General Meeting of the Company, HEREBY PASS the following resolution as a Special Resolution of the Company pursuant to section 381A of the Companies Act 1985 and confirm that such resolution shall be as valid and effectual as if it had been passed at an Extraordinary General Meeting of the Company duly convened and held.

It is resolved:-

That the name of the Company be changed to

CANTERBURY COTTON OXFORD LIMITED


.....
For and on behalf of
LWR Europe Limited

Dated: 10.11.98

