

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 355881

The Registrar of Companies for England and Wales hereby certifies that
THOMAS DE LA RUE INTERNATIONAL LIMITED

having by special resolution changed its name, is now incorporated
under the name of
DE LA RUE HOLDINGS LTD.

Given at Companies House, Cardiff, the 8th September 1997



C003558817

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

84432/AFR SHW
00355881



THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION

pursuant to Section 378 Companies Act 1985
of Thomas De La Rue International Ltd

Passed the 24th day of July 1997

At an extraordinary general meeting of the members of the above-named company, duly convened and held at 6 Agar Street, London WC2N 4DE on the 24th day of July 1997 the following SPECIAL RESOLUTION was duly passed:

THAT with effect from 8 September 1997 the name of the company be changed to De La Rue Holdings Ltd.

SECRETARY

