

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 605214

I hereby certify that

PRIMCO LIMITED

having by special resolution changed its name,

is now incorporated under the name of

GEORGE COLE TECHNOLOGIES LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 18 DECEMBER 1989

A handwritten signature in dark ink, appearing to read 'F. A. Joseph'.

F. A. JOSEPH

an authorised officer

COMPANY NUMBER 605214

THE COMPANIES ACTS 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF

GEORGE COLE TECHNOLOGIES LIMITED

Dated this 17th day of February 1992

WRITTEN RESOLUTION

We, the undersigned, being all the members of the Company who at the date of this resolution would be entitled to attend and vote at General Meetings of the Company HEREBY PASS the following resolution as a Special Resolution and agree that the said resolution shall, for all purposes, be as valid and effective as if the same had been passed by us all at a General Meeting of the Company duly convened and held:-

SPECIAL RESOLUTION

1. That the Company be re-registered as a public Company as defined in Section 1(3) of the Companies Act 1985, pursuant to Sections 43 to 48 of that Act.

(a) The Company's Memorandum be altered as follows:-

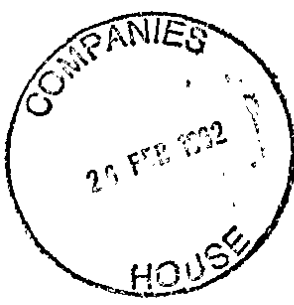
(i) so that, with effect from the date of re-registration as a public Company, it states the name of the Company is "GEORGE COLE TECHNOLOGIES PLC"; and

(ii) so that, with effect from the date of re-registration as a public Company, it states that the Company is to be a public Company; and

(iii) so that, with effect from the date of re-registration as a public Company, the objects set forth in Clause 4 of the printed document attached to this resolution and for the purpose of identification marked 'M' be approved and adopted as the objects of the Company, in substitution for, and to the exclusion of, all the existing objects thereof.

Cont/d....

WR


JORDAN & SONS L
21 ST THOMAS ST
BRISTOL, BS1 6JS

(b) That the regulations set forth in the printed document attached to this resolution and for the purpose of identification marked 'A', be approved and adopted as the Articles of Association of the Company, in substitution for, and to the exclusion of, all the existing Articles thereof, with effect from the date of re-registration of the Company as a public Company.

Signature *JL Cole*

Name J.L. COLE

Signature *Sara Cole*

Name SE COLE

Signature *Louis G. Hicks*

Name LG HICKS

JL Cole

JL COLE
(for and on behalf of Trustees of
JL COLE Settlement)

HP Ware
Good

HP Ware Trustee of JL Cole
Settlement

JR Lord Trustee of JL Cole
Settlement

WR

