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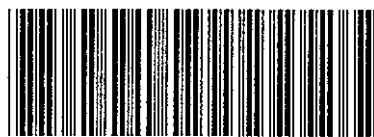
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 648111


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

having by special resolution changed its name, is now incorporated
under the name of
W RICHARDSON & CO LIMITED

Given at Companies House, Cardiff, the 16th September 1998



C00648111F


N. BUTLER

For the Registrar of Companies



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

HC006B

COMPANY NUMBER: 648111

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF
AMDEGA LIMITED

passed on 31 July 1998



On the above date the following resolution was passed as a Written Resolution of the Company:-

WRITTEN RESOLUTION

That the name of the Company be changed to "W Richardson & Co Limited".

.....
Director

A handwritten signature in cursive script, appearing to read 'J. Mayhew', written over a dotted line.



COMPANY NUMBER: 648111

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

AMDEGA LIMITED

passed on 31 July 1998

Pursuant to section 381A and schedule 15A of the Companies Act 1985 (as amended), we the undersigned, being the only members of the Company for the time being entitled to receive notice of and to attend and vote at general meetings of the Company, hereby unanimously pass the following resolution as a written resolution and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a general meeting duly convened and held.

WRITTEN RESOLUTION

That the name of the Company be changed to "W Richardson & Co Limited".

.....


For and on behalf of Crossco (263) Limited

31 July 1998

