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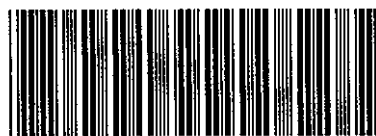
**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 670530

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

having by special resolution changed its name, is now incorporated  
under the name of  
DAVID GEOFFREY & ASSOCIATES (UK) LIMITED

Given at Companies House, Cardiff, the 4th September 1996



\*C006705303\*

*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

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTIONS

of

CARLTON PLASTICS LIMITED

Company No : 670530

(the Company)

(Passed 19 August 1996)

Present :

G M Moodie (Chairman)

D M Jacobs

J P Wragg

At a meeting of the above-named Company, duly convened and held at Challenge Court, Barnett Wood Lane, Leatherhead, Surrey KT22 7LW on 19 August 1996 the following resolutions were passed :

SPECIAL RESOLUTION

THAT, subject to the consent of the Registrar of Companies, the name of the Company be changed to "David Geoffrey & Associates (UK) Limited".

ORDINARY RESOLUTIONS

THAT, the Registered Office of the Company be changed to Ripley Drive, Normanton, West Yorkshire WF6 1QT.

THAT, David R Branon be appointed as a director of the Company with effect from 19 August 1996.

  
Chairman

RES/JB/LE/01

