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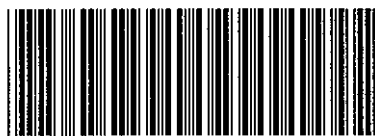
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 862896

The Registrar of Companies for England and Wales hereby certifies that
LEP EXPO LOGISTICS LIMITED

having by special resolution changed its name, is now incorporated
under the name of
GEOLOGISTICS EXPO SERVICES LIMITED

Given at Companies House, Cardiff, the 2nd September 1998



C008628961

R. C. Edwards
R. C. EDWARDS

For the Registrar of Companies

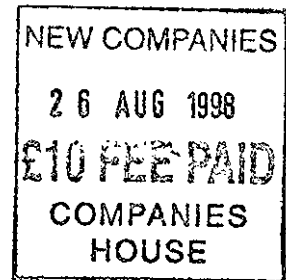


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Private & Confidential



LEP EXPO LOGISTICS LIMITED

(Registered in England - No. 862896)

WRITTEN RESOLUTION

(Passed 11th August 1998)

Pursuant to Section 381A Companies Act 1985 (as amended by the Companies Act 1989) the following is hereby passed as a Special Resolution of the Company by the sole member of the Company entitled to attend and vote at a general meeting of the Company:

SPECIAL RESOLUTION

THAT the name of the Company be changed to
"GEOLOGISTICS EXPO SERVICES LIMITED".

Signature: 

Name:David William Lund

Duly authorised
for and on behalf of
LEP International Limited

Date of Signature: .11th August 1998

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R/o. Royal Court
81 Tweedy Road
Bromley
Kent BR1 1TW

