

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 865401

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

having by special resolution changed its name, is now incorporated
under the name of
AAH GROUP PENSION TRUSTEES LIMITED

Given at Companies House, Cardiff, the 21st March 1997



C00865401K

E. P. Owen
MRS. E. P. OWEN

For the Registrar of Companies



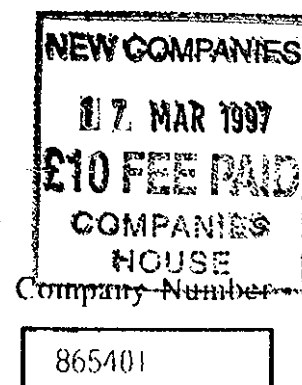
C O M P A N I E S H O U S E

HC006B

The Companies Act 1985
Company Limited by Shares

Special Resolution

Pursuant to section 378(2) of the Companies Act 1985



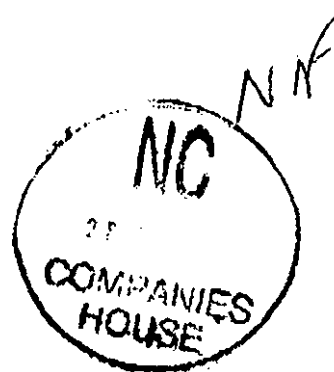
AAH THREE LIMITED

At an Extraordinary General Meeting of the members of the above named company, duly convened and held at:

Hampton Court, Tudor Road, Manor Park, RUNCORN, Cheshire, WA7 11X
on 17 February 1997

the following SPECIAL RESOLUTION was duly passed, viz:-

THAT the name of the company be changed to AAH GROUP PENSION TRUSTEES LIMITED



Signed

G. A. Hetherington

Position CHAIRMAN

NOTE To be filed within 15 days of the passing of the special resolution