

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1196721

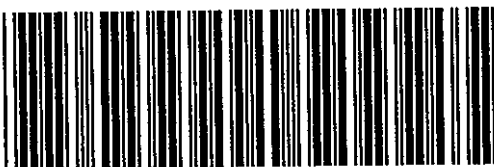
The Registrar of Companies for England and Wales hereby certifies that

PERSONAL COMPUTERS LIMITED

having by special resolution changed its name, is now incorporated
under the name of

P & P LIMITED

Given at Manchester, the 28th October 1997



C01196721R

F. Grachin

For The Registrar Of Companies



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

No. 1196721

THE COMPANIES ACTS 1985 AND 1989
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS

of

PERSONAL COMPUTERS LIMITED

DATED: 23 OCTOBER 1997

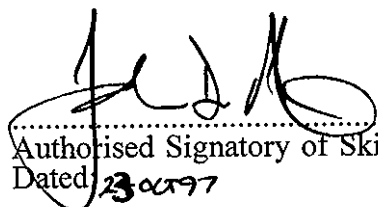
WE, the undersigned, being all the Members of the above-named Company entitled to receive notice of and to attend and vote at General Meetings of the Company agree to and make the following resolutions which shall have effect as a Special Resolution and which shall, pursuant to section 381A of the Companies Act 1985 (as amended by the Deregulation (Resolutions of Private Companies) Order 1996), be as valid and effective for all purposes as if the same had been duly passed at a General Meeting of the Company duly convened and held:

SPECIAL RESOLUTIONS

THAT the name of the Company be changed to:

P & P LIMITED

For and on behalf of Skillsgroup plc


Authorised Signatory of Skillsgroup plc
Dated: 23 OCT 97



FEE PAID