

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1522818

The Registrar of Companies for England and Wales hereby certifies that
R.L. INVESTMENTS LIMITED

having by special resolution changed its name, is now Incorporated
under the name of
VITA INTERNATIONAL INVESTMENTS LIMITED

Given at Companies House, Cardiff, the 18th March 1996



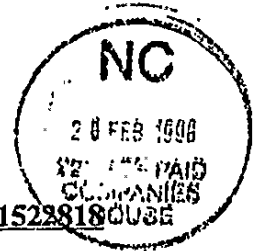
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C O M P A N I E S H O U S E

For the Registrar of Companies

HC008B

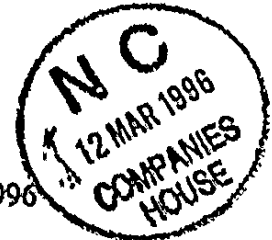


R.L. INVESTMENTS LTD - REGISTERED NO. 1522818

We, the undersigned, being all of the members of the Company having the right to vote at general meetings, signify our assent to the passing of the resolutions set out below under the provision of Article 3 of the Company's Articles of Association to the effect that such resolution shall be deemed to be as effective as if it had been passed at a general meeting of the Company duly convened and held:-


1. THAT the Company's name be changed to 'Vita International Investments Limited'.
2. THAT Arthur Andersen be reappointed auditors of the Company until the conclusion of the next general meeting, at which the requirements of the Companies Act 1985 Section 241 are complied with, and that the directors of the Company be authorised to fix their remuneration.

For and on behalf of: Vita International Limited on 22 February 1996





 R H Sellers - Director

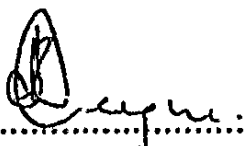


 K R Bhatt - Director

For and on behalf of: Vita Liquid Polymers Limited on 22 February 1996



 F J Eaton - Director



 A R Teague - Secretary

