

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1589952

The Registrar of Companies for England and Wales hereby certifies that
GARRARD HOUSE NOMINEES LIMITED

having by special resolution changed its name, is now incorporated
under the name of
BERKELEY SECURITY BUREAU LIMITED

Given at Companies House, Cardiff, the 21st August 1996



C01589952K

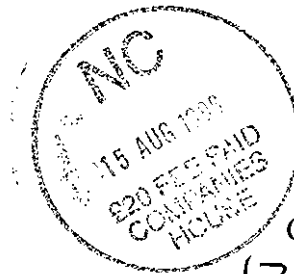
E. P. Owen
MRS. E. P. OWEN

For the Registrar of Companies



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

HC006B



Company Number: 1589952

GARRARD HOUSE NOMINEES LIMITED

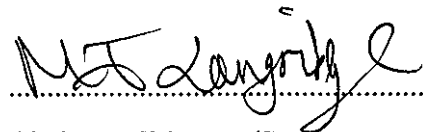
THE COMPANIES ACTS 1985 TO 1989

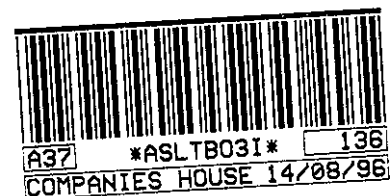
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

At an Extraordinary General Meeting of the members of the above-named Company, duly convened and held at 15 Grosvenor Gardens, London SW1W 0BD on the 6th day of August 1996, the following SPECIAL RESOLUTION was duly passed:-

THAT the name of the Company be changed to
Berkeley Security Bureau Limited


.....
Chairman/Director/Secretary



GARRARD HOUSE NOMINEES LIMITED

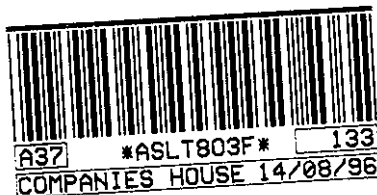
MINUTES OF A MEETING OF THE BOARD OF DIRECTORS
OF THE ABOVE COMPANY
HELD ON THE 16TH DAY OF JULY 1996

Present: G A Naggar
B M Pincus
M J Langridge, Company Secretary

- 1 IT WAS RESOLVED to convene an Extraordinary General Meeting of the Company forthwith to consider the following Special Resolution:-

THAT the name of the Company be changed to Berkeley Security Bureau Limited.

- 2 The appropriate notice to convene such a meeting was produced by the Secretary and was approved.
- 3 There being no further business the meeting was declared closed.



Chairman

A large, stylized signature or scribble over the word 'Chairman'.

Company Number: 1589952

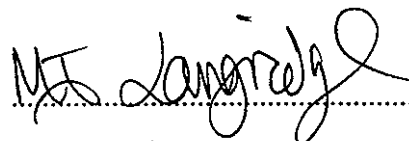
GARRARD HOUSE NOMINEES LIMITED

NOTICE IS HEREBY GIVEN that at an Extraordinary General Meeting
of the above-named Company will be held at
15 Grosvenor Gardens, London SW1W 0BD
on Tuesday the 6th day of August 1996 at 2.30 pm
to consider and, if thought fit, to pass the following resolution
which will be proposed as a SPECIAL RESOLUTION:-

THAT the name of the Company be changed to
Berkeley Security Bureau Limited

Dated this 16th day of July 1996

By order of the Board


.....
Company Secretary

Registered Office: 15 Grosvenor Gardens
London
SW1W 0BD

NOTE: A Member entitled to attend and vote at the above-mentioned Meeting is entitled to appoint a proxy, who need not be a Member of the Company, to attend and vote instead of him\her.

GARRARD HOUSE NOMINEES LIMITED

FORM OF CONSENT

SPECIAL RESOLUTION

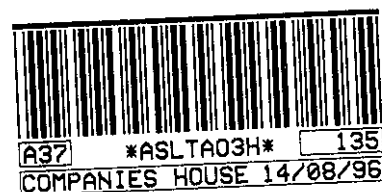
To the Directors

We, the undersigned, being the holders of 95% in nominal value of the issued shares of the above-named Company, do hereby testify our consent to an Extraordinary General Meeting of the above-named Company being held on the 6th day of August 1996 (notwithstanding that the meeting is called by shorter notice than that specified in Section 378 of the Companies Act 1985), for the purpose of considering the Special Resolution set out in the notice convening the said meeting, a copy whereof has, for the purpose of identification, been signed by us.

Dated this 16th day of July 1996.


Dawnay, Day & Co., Limited


B M Pincus



Company Number: 1589952

GARRARD HOUSE NOMINEES LIMITED

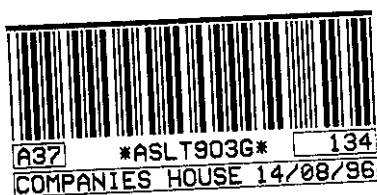
MINUTES OF A MEETING OF THE BOARD OF DIRECTORS
OF THE ABOVE COMPANY
HELD AT 15 GROSVENOR GARDENS, LONDON SW1W 0BD
ON THE 6TH DAY OF AUGUST 1996

Present: G A Naggar (Chairman)
B M Pincus
M Bluestone
M J Langridge, Company Secretary

- 1 The Secretary reported that at an Extraordinary General Meeting of the Company held prior to this meeting the following Special Resolution had been passed:-

THAT the name of the Company be changed to Berkeley Security Bureau Limited.

- 2 The Secretary was instructed to file the resolution with the Registrar of Companies and arrange for payment of the filing fee.
- 3 There being no further business the meeting was declared closed.



A large, stylized signature in black ink, written over a horizontal dotted line. Below the signature, the word "Chairman" is printed.

Chairman