

FILE COPY



CERTIFICATE OF INCORPORATION

ON CHANGE OF NAME

AND RE-REGISTRATION OF A PUBLIC COMPANY

AS A PRIVATE COMPANY

Company No. 1660078

The Registrar of Companies for England and Wales hereby certifies that

STEEL BURRILL JONES GROUP PLC

formerly registered as a public limited company having changed its name and having this day been re-registered under the Companies Act 1985 as a private company is now incorporated under the name of

OLDCO (NO. 99) LIMITED

and that the company is limited.

Given at Companies House, London, the 26th April 1999

N. Richards.

MR. N. RICHARDS

For The Registrar Of Companies



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