FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

Company No. 1691066

The Registrar of Companies for England and Wales hereby certifies that TRICON MANAGEMENT AND HOLDINGS LIMITED

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

Given at Companies House, Cardiff, the 15th November 2002



C01691066E



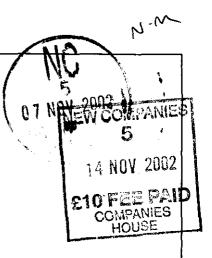


006377

Company No. 1691066

THE COMPANIES ACT 1985 COMPANY LIMITED BY SHARES SPECIAL RESOLUTION

- of -



TRICON MANAGEMENT AND HOLDINGS LIMITED

At an EXTRAORDINARY GENERAL MEETING of the members of the above-named Company convened and held on 31st October 2002 the following SPECIAL RESOLUTION WAS DULY PASSED:-

That with the consent of the Department of
Trade and Industry, the name of the Company

be changed to :-

TRICON GROUP LIMITED

R G Payne Director

#AOGRPFH4* 0644

A03 COMPANIES HOUSE 0644 14/11/02

A01 *AIG5NFP4*
COMPANIES HOUSE

0578 07/11/02