

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

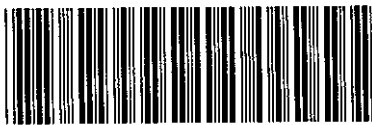
Company No. 1706320

The Registrar of Companies for England and Wales hereby certifies that
HOWES PERCIVAL NOMINEES LIMITED

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

Given at Companies House, Cardiff, the 1st June 1995

G. Wookey
G. WOOCKEY



C017063200

For the Registrar of Companies



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

HC006B

Company Number: 1706320

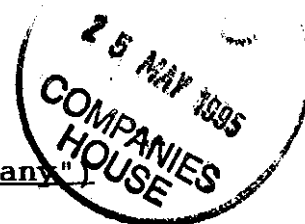
THE COMPANIES ACTS 1985 & 1989

A PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- OF -

HOWES PERCIVAL NOMINEES LIMITED ("the Company")



At an Extraordinary General Meeting of the Company duly convened and held at Oxford House, Cliftonville, Northampton NN1 5PN on the 25 day of April 1995 the following Resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

THAT the name of the Company be changed to HP NOMINEES LIMITED on 1st June 1995.

DATED: 25 April 1995


SECRETARY