

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1799743

The Registrar of Companies for England and Wales hereby certifies that
GROVECASTLE LIMITED

having by special resolution changed its name, is now incorporated
under the name of
CARNEGIE OUTPOSTS LIMITED

Given at Companies House, Cardiff, the 20th November 2000



C01799743J



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC006B

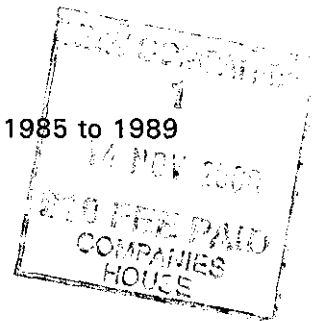
Company No. 1799743

The Companies Acts 1985 to 1989

SPECIAL RESOLUTION

OF

GROVECASTLE LIMITED



At an Extraordinary General Meeting of the Company duly convened and held
at *69 Cadogan Gardens London SW3 2RB*
on *6 November 2000*

the following Resolutions were duly passed as Special Resolutions of the Company, viz:

RESOLUTIONS

1. THAT, subject to the consent of the Secretary of State for Trade and Industry, the name of the Company be changed to:-

CARNEGIE OUTPOSTS LIMITED

2. THAT, clause 1 of the Memorandum of Association of the Company be amended to show the new name of the Company.

Mary Anne Underwood
Chairman

PLEASE FORWARD CERTIFICATE OF INCORPORATION VIA COMPANIES HOUSE FOR
COLLECTION BY STANLEY DAVIS GROUP LIMITED.