

Company Number: 1883830

THE COMPANIES ACTS 1948 TO 1981
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

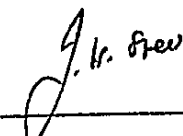
OF NETMEADOW LIMITED

Passed the 26th day of JUNE 1985

At an Extraordinary General Meeting of the above-named Company
duly convened and held on the 26th JUNE 1985
the following Special Resolution was duly passed:

That the name of the Company be changed to:

STEER DAVIES & GLEAVE LIMITED


CHAIRMAN/DIRECTOR



H 85284

HART & CO. LTD.
47 BRUNSWICK PLACE, LONDON N1 6EE
TEL. 01 260 6641 TELEX 24053

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1883830

I hereby certify that

NETMEADOW LIMITED

having by special resolution changed its name, is now
incorporated under the name of
STEER DAVIES & GLEAVE LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 12TH JULY 1985

D. G. Blackstock

D. G. BLACKSTOCK

an authorised officer