

Company Number: 1983841

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES
SWINTON GODDARD LIMITED

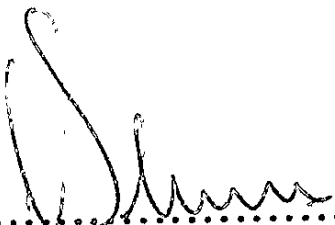


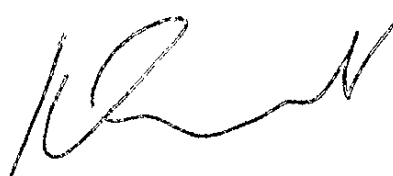
SPECIAL RESOLUTION

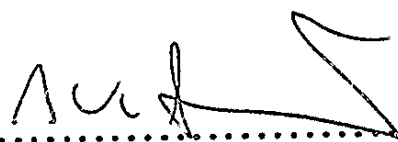
We, being all the members of the above named company entitled to attend and vote at general meetings of the above company hereby pass the following special resolution pursuant to Regulation 53 of the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 which is embodied in the articles of association of the Company.

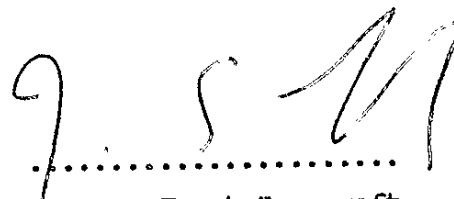
WRITTEN RESOLUTION


THAT the name of the Company be changed to "XGX Limited".


.....
Frank Blashill


.....
Kenneth Scowcroft


.....
Brian Kenneth Scowcroft


.....
Janet Scowcroft


.....
Karen Needham

.....
Sagitas AG

Dated 27.9.93



FILE COPY



CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No. 1983841

I hereby certify that

SWINTON GODDARD LIMITED

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

XGX LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 7 OCTOBER 1993

A handwritten signature in ink, followed by a circular official stamp of the Companies Registration Office, Cardiff.

an authorised officer