

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1986430

I hereby certify that

WHELMAR GROUP PLC

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

WAIN GROUP PLC

Given under my hand at the Companies Registration Office,
Cardiff the 1 AUGUST 1991

F. A. Joseph.

F. A. JOSEPH
an authorised officer



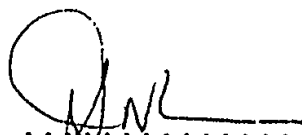
Company Number 1986430

The Companies Act, 1985

Company Limited by Shares

Special Resolution of Whelmar Group plc
passed on 3rd July 1991

By series of written resolution by each of the shareholders of the above named company it was resolved that the name of the company be changed to "Wain Group plc".


.....
Secretary.

