FILE COPY



ON CHANGE OF NAME

Company No. 2074427

The Registrar of Companies for England and Wales hereby certifies that STOLT COMEX SEAWAY M.S. LTD.

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

STOLT OFFSHORE M.S. LIMITED

Given at Companies House, Cardiff, the 24th January 2000



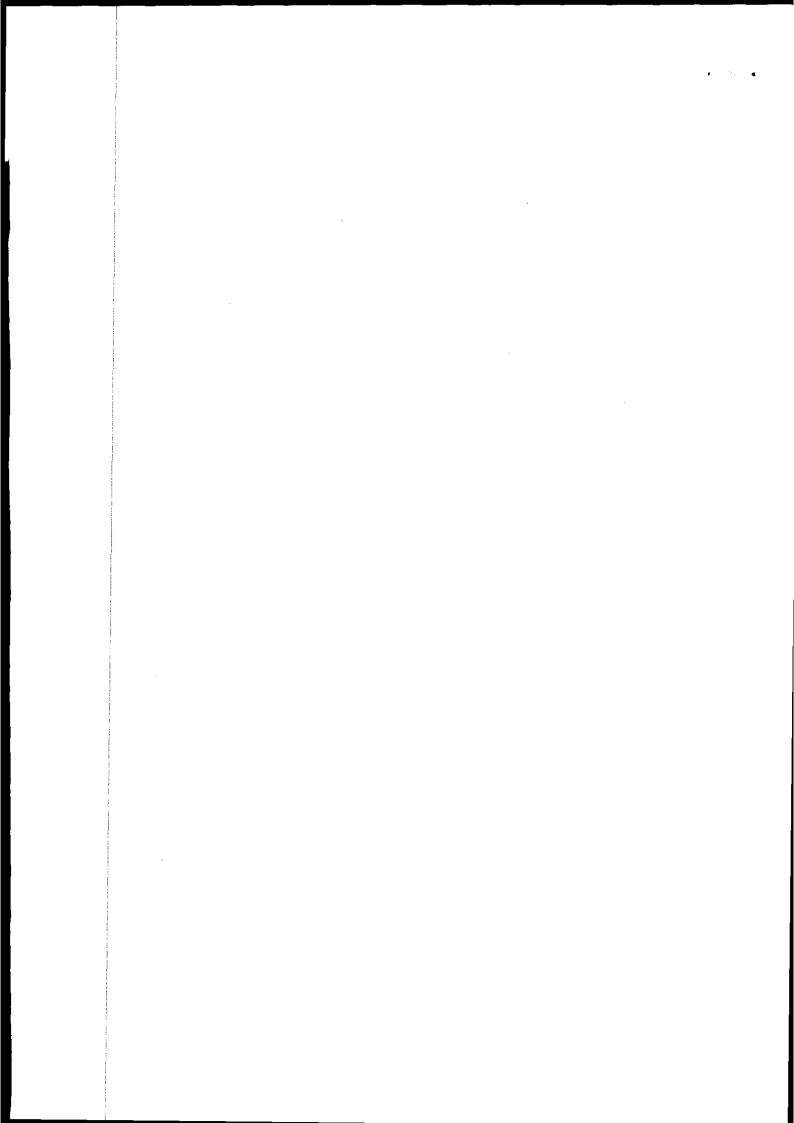
C02074427N

A.Harrison ANDREW HARRISON

For The Registrar Of Companies



COMPANIES HOUSE



STOLT COMEX SEAWAY M.S. LTD.

THE COMPANIES ACT 1985

Registered Number: 2074427



COPY resolution of the type and in the terms specified below as passed by the members of the Company named above at their extraordinary general meeting duly convened and held at Bucksburn House, Howes Road, Bucksburn, Aberdeen, Scotland on 19th January 2000.

SPECIAL RESOLUTION

THAT the name of the Company be changed to Stolt Offshore M.S. Limited

By order of the Board of Directors,

authill ar behalf of 851 Harrex Langy Hd.

Dated 19th January 2000

COMPANIES HOUSE

22/01/00