

COMPANY NO.: 2078532

The Companies Act 1985
Company Limited by Shares

SPECIAL RESOLUTIONS

OF
GATEPIN LIMITED

At an Extraordinary General Meeting of the Company duly convened
and held at 1/3 Leonard Street, London, EC2A 4AQ
the following Resolutions were duly passed as SPECIAL RESOLUTIONS
of the Company, viz:

RESOLUTIONS

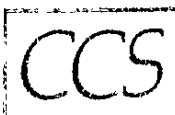
Passed the 28th day of November 19 86

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

C.SANDLER & ASSOCIATES LIMITED

2. That Clause 1 of the Memorandum of Association of the Company
be amended to show the new name of the Company.

CHAIRMAN



Capital Company Services Limited
1/3 Leonard Street City Road
London EC2A 4AQ

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 2078532

I hereby certify that

GATEPIN LIMITED

having by special resolution changed its name, is now
incorporated under the name of
C.SANDLER & ASSOCIATES LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 22ND DECEMBER 1986

W. C. Charnick
W. C. Charnick

an authorised officer