

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2082545

The Registrar of Companies for England and Wales hereby certifies that
TOPEXPRESS CONTROL LIMITED

having by special resolution changed its name, is now incorporated
under the name of
VSEL OVERSEAS PROJECTS LIMITED

Given at Companies House, Cardiff, the 15th November 1996



C02082545E

A handwritten signature in cursive script, reading 'P. A. Morgan'.

P.A.MORGAN (MFC)

For the Registrar of Companies



C O M P A N I E S H O U S E

HC006B

Company Number 2082545

THE COMPANIES ACT 1985



COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
OF
TOPEXPRESS CONTROL LIMITED

DATED 4 NOVEMBER, 1996

At an Extraordinary General Meeting of the Company duly convened and held on 4 November, 1996 the following resolution was passed.

SPECIAL RESOLUTION

"THAT the name of the Company be changed to 'VSEL Overseas Projects Limited' and that Clause 1 of the Company's Memorandum of Association be altered accordingly."

.....
SECRETARY