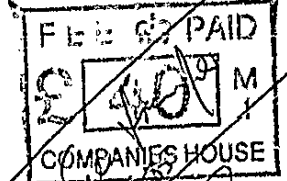


THE COMPANIES ACT 1985

Compagny no : 2127583



SPECIAL RESOLUTION OF H.Q. EUROPEAN CONSULTANTS LIMITED

We the undersigned, COMATRANS S.A. and Philippe BRELLE, being all the Members entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolution as a Special Resolution and agree that the said resolution shall, pursuant to Clause 53 in Table A (which Clause is embodied in the Articles of Association of the Company), for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

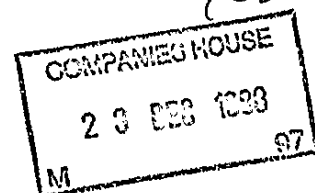
That the company name be changed to :
GEPA INTERNATIONAL S.A.

Signed COMATRANS S.A.

Signed Philippe BRELLE

Dated December 14th 1988

FOR PUBLIC FILE.
ACTION TAKEN ON
CHANGE OF NAME





CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No. 2127583

I hereby certify that

H. Q. EUROPEAN CONSULTANTS LIMITED

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

GEPA INTERNATIONAL SA LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 10 JANUARY 1989


MRS. C. R. WILLIAMS

an authorised officer