

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 2170154

I hereby certify that

**CITY AND FOREIGN OVERSEAS HOLDINGS LIMITED**

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

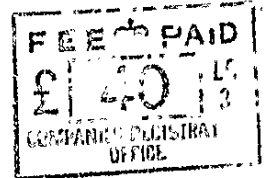
**ALEXANDER PROUDFOOT OVERSEAS HOLDINGS  
LIMITED**

Given under my hand at the Companies Registration Office,  
Cardiff the 1 JUNE 1988

  
an authorised officer

CITY AND FOREIGN OVERSEAS HOLDINGS LIMITED

## WRITTEN RESOLUTION



The undersigned, being all the shareholders of the above-named Company entitled to attend and vote at General Meetings of the Company hereby pass the following Resolutions.

## SPECIAL RESOLUTIONS

1. That:

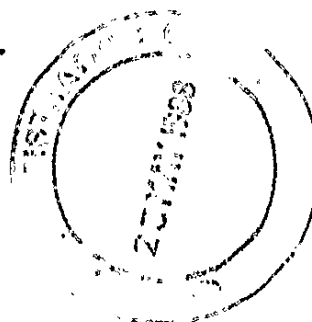
- (a) the Company, by executing a loan agreement ("the Loan Agreement") between Alexander Proudfoot plc, Alexander Proudfoot Canadian Holdings Limited, Alexander Proudfoot Company World Headquarters, Alexander Proudfoot Company A.G. ("the Obligors"), Alexander Proudfoot Management Services GmbH, Alexander Proudfoot International S.A., Metodos de Administracao Aplicada Limitada, A.P. Participacoes Limitada the Company Samuel Montagu & Co. Limited and certain Banks, in respect of a loan facility of \$43 million made available to the Obligors do guarantee the performance and discharge of all the obligations and liabilities of the Obligors in connection with the Loan Agreement
- (b) each of Neil Hamilton, Alex Zabrosky, Nelson Henry and Thomas Huhn and any Director of the Company is hereby authorised to execute the Loan Agreement on behalf of the Company to sign and/or despatch all notices, certificates and other documents in connection with the Loan Agreement and the transactions contemplated thereby on behalf of the Company.

2. That the name of the Company be changed to "Alexander Proudfoot Overseas Holdings Limited".

Dated 10<sup>th</sup> May 1988

*Christophe Williams*  
 .....  
 for and on behalf of  
 Alexander Proudfoot Plc

*A. Zeil*  
 .....  
 for and on behalf of  
 Hartson Nominees Limited



*Lloyds*  
 867168 L40 —