

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2245108

The Registrar of Companies for England and Wales hereby certifies that
THE RESOURCE CORPORATION LIMITED

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

Given at Companies House, Cardiff, the 14th July 1997



C02245108D

E. P. Owen

MRS. E. P. OWEN

For the Registrar of Companies



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

HC006B

Company Number 2245108

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES



SPECIAL RESOLUTION of

THE RESOURCE CORPORATION LIMITED

At an Extraordinary General Meeting of the above company,
duly convened, and held on the 7th July 1997 the following
resolution was duly passed:

That the name of the company be changed to:

ASHLAND CONSULTING LTD

A handwritten signature in black ink, appearing to read "Richard Armitage".

Richard Armitage
Director

Filed by, and Certificate to:

LIMITED COMPANY SERVICES
c/o COMPANIES HOUSE, LONDON
Tel.0171 250 1215

Our ref.C/N 188-4130

