



Company No. 2342183

THE COMPANIES ACT 1985

A PUBLIC COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

-OF-

OFFERASSET PUBLIC LIMITED COMPANY

At an Extraordinary General Meeting of the Company duly convened and held at 10, Norwich Street, London, EC4A 1BD on 6th October 1989 the following Resolution was passed as a Special Resolution:-

SPECIAL RESOLUTION

That the Company's name be changed to ADAMAS INDUSTRIES PLC

.....*B. R. Ally*.....
Secretary



L10/L40/647363.

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2342183

I hereby certify that

OFFERASSET PUBLIC LIMITED COMPANY

having by special resolution changed its name,

is now incorporated under the name of

ADAMAS INDUSTRIES PLC

Given under my hand at the Companies Registration Office,
Cardiff the 9 OCTOBER 1989

M. Rose
M. ROSE

an authorised officer