

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2392884

The Registrar of Companies for England and Wales hereby certifies that
BET (NO.40) LIMITED

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

Given at Companies House, Cardiff, the 9th June 1998



C023928848

A J Turner
A L TURNER

For the Registrar of Companies



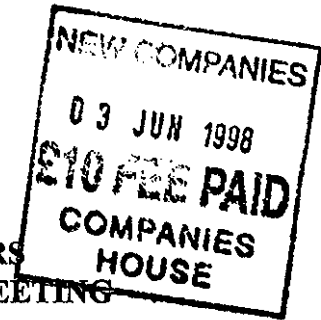
C O M P A N I E S H O U S E

HC006B

Company Number: 2392884

BET (NO. 40) LIMITED

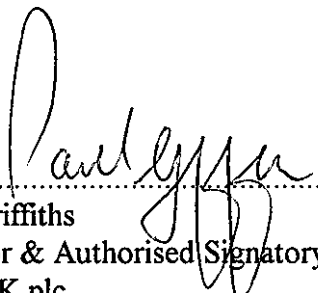
WRITTEN RESOLUTION OF THE MEMBERS
IN LIEU OF AN EXTRAORDINARY GENERAL MEETING



We, the undersigned, representing the only member for the time being of the above Company do agree to the following Special Resolution:

SPECIAL RESOLUTION

"That the name of the Company be changed to "Phonotas Services Ltd", the change of name to take effect at the earliest date (after the date on which company number 1154112 changes its from Phonotas Services Ltd to Rentokil IT Hygiene Ltd)"


.....
Paul Griffiths
Director & Authorised Signatory for:
BET UK plc

Dated 2/6/98


.....
Authorised Representative
Plant Nominees Ltd.
Plant Nominees Ltd
Director & Authorised Signatory for:
BET Nominees Ltd

Dated 26/5/98

