FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

Company No. 2437245

The Registrar of Companies for England and Wales hereby certifies that C.R. HOLDINGS PLC

having by special resolution changed its name, is now incorporated under the name of CANNON AVENT GROUP PLC

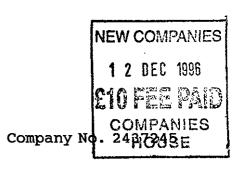
Given at Companies House, Cardiff, the 17th December 1996

C02437245G

P. a. Morgan (MRS)

For the Registrar of Companies





THE COMPANIES ACTS 1985 AND 1989

PUBLIC LIMITED COMPANY

SPECIAL RESOLUTION

OF

C R HOLDINGS plc

Passed the 2nd day of December 1996

At an Extraordinary General Meeting of the above named Company duly convened and held at Ashley Road, London N17 on 2nd December 1996 the following Special Resolution was duly passed:-

That the name of the Company be changed to "Cannon Avent Group plc".

CHAIRMAN

A33 *AB4QCR7P* 585
COMPANIES HOUSE 04/12/96