

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2534664

I hereby certify that

CHASEACTION LIMITED

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

HARDY – U.K. LIMITED

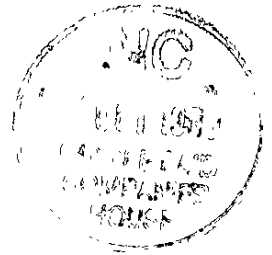
Given under my hand at the Companies Registration Office,
Cardiff the 9 OCTOBER 1990


P. BEVAN

an authorised officer

THE COMPANIES ACTS 1985 to 1989

COMPANY NUMBER 2534664



SPECIAL RESOLUTION OF

CHASEACTION LIMITED

We, the undersigned, INSTANT COMPANIES LIMITED and SWIFT INCORPORATIONS LIMITED, being all the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolution as a Special Resolution and agree that the said resolution shall, pursuant to Clause 53 in Table A (which Clause is embodied in the Articles of Association of the Company) or pursuant to any applicable rule of law, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

It is resolved:

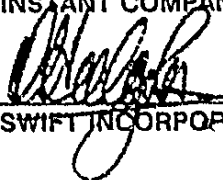
That the name of the Company be changed to:-

HARDY - U.K. LIMITED

Dated this 27th day of September 1990

Signed


(AUTHORISED SIGNATORY OF INSTANT COMPANIES LIMITED)


(AUTHORISED SIGNATORY OF SWIFT INCORPORATIONS LIMITED)

JORDAN & SONS LTD
21 ST. THOMAS ST.
BRISTOL, BS1 6JS