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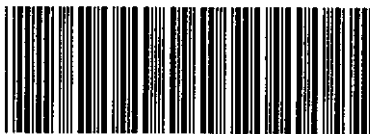
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2640726


The Registrar of Companies for England and Wales hereby certifies that
ALDERLEY (OVERSEAS) LIMITED

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

Given at Companies House, Cardiff, the 31st July 1998



C02640726U


A. F. FLETCHER

For the Registrar of Companies



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

HC006B



THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION

of

ALDERLEY (OVERSEAS) LIMITED

At an Extraordinary General Meeting of the above Company duly convened and held on the 3rd day of July 1998 the following resolution was duly passed as a special resolution:

RESOLUTION

THAT the name of the Company be changed to "Alderley International Limited".

A. J. V. R. R. R.

.....
Chairman



31/7
CJS

ALDERLEY (OVERSEAS) LIMITED

NOTICE is hereby given that an EXTRAORDINARY GENERAL MEETING of the above-named Company will be held at Alderley House, Arnolds Field Estate, Wickwar on 3rd July 1998 at 11.00 am to consider and, if thought fit, pass the following resolution which will be proposed as a Special Resolution of the Company.

SPECIAL RESOLUTION

THAT the name of the Company be changed to "Alderley International Limited".

Dated this 21st day of May 1998.

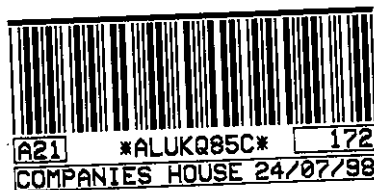
By order of the Board

Lisa Reed
.....
Secretary/Director

Registered Office:

Alderley House
Arnolds Field Estate
The Downs
Wickwar
Wotton under Edge
Glos. GL12 8JD

A Member entitled to attend and vote at the meeting convened by this Notice is entitled to appoint a proxy to attend and vote on a poll in his place. A proxy need not be a member of the Company.



ALDERLEY (OVERSEAS) LIMITED

MINUTES of a Meeting of the Board of Directors of the above Company held at Alderley House, Arnolds Field Estate, Wickwar on 21 May 1998

Present: A J V Shepherd
G A Christou
C Armitage
R A Francis

In attendance: A Bennion
L C Reed

Apologies: S H Shepherd

1. It was noted that a quorum was present.
2. IT WAS RESOLVED that the Directors should recommend to the members of the Company that its name be changed to "Alderley International Limited".
3. Accordingly IT WAS RESOLVED that an Extraordinary General Meeting of the Company be convened and held at Alderley House, Arnolds Field Estate, Wickwar on 3rd July 1998 at 11.00 am to consider and, if thought fit, pass the appropriate resolution to change the name of the Company.
4. THERE WAS PRODUCED to the Meeting a Notice convening an Extraordinary General Meeting to be held Alderley House, Arnolds Field Estate, Wickwar on 3rd July 1998 at 11.00 am and IT WAS RESOLVED that the said Notice be and it is hereby approved and that the Secretary be and she is hereby instructed to dispatch forthwith to the members of the Company Notice of the Extraordinary General Meeting in the form approved.

A. J. V. Shepherd

.....
Chairman