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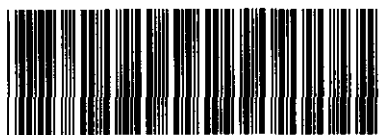
**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 2640829

The Registrar of Companies for England and Wales hereby certifies that  
FEL INTERNATIONAL SERVICES LIMITED

having by special resolution changed its name, is now incorporated  
under the name of  
STRACHAN & HENSHAW DORMANT ONE LIMITED

Given at Companies House, Cardiff, the 31st July 2000



\*C02640829U\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



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

HC006B

010827  
**FEL International Services Limited**

(registered number 2640829)

Notice is HEREBY GIVEN that an Extraordinary General Meeting of the Company will be held at Ashton House, Ashton Vale Road, Bristol at 9.15 am on the 14 July 2000 for the following purposes:-

**Special Business**

To consider and, if thought fit, pass the following resolution, which will be proposed as a Special Resolution.

**Special Resolution**

THAT the Company's name is changed to Strachan & Henshaw Dormant One Limited.

By Order of the Board



Mark William Hardy  
Secretary

28 June 2000

Registered Office - Groby Road  
Audenshaw  
Manchester  
M34 5HT



**Minutes of a Meeting of the Board of Directors  
of Strachan & Henshaw Limited  
held on the 28 June 2000  
at Ashton House, Ashton Vale Road, Bristol BS99 7TJ**

Present: K E Grove (Chairman of the Meeting)  
M W Hardy  
P D Brooks  
R A Craddy  
D L Smillie  
G S Borland

The Chairman of the meeting noted that a quorum was present and declared the meeting open.

The notice of an Extraordinary General Meeting of FEL International Services Limited on the 14 July 2000 was brought to the attention of the meeting. After careful consideration of the Special Resolution proposed,

**it was resolved:**

that Strachan & Henshaw Limited as the sole member of FEL International Services Limited agreed to their change of name to Strachan & Henshaw Dormant One Limited.

**Accordingly:-**

- (i) A Form of Proxy was tabled and signed by the Chairman of the meeting, which appointed Mr M W Hardy to represent the Strachan & Henshaw Ltd view at the said Extraordinary General Meeting of FEL International Services Limited on the 14 July 2000.
- (ii) A Consent to Short Notice of the said Extraordinary General Meeting of FEL International Services Limited on the 14 July 2000 was agreed and a document signed by the Chairman to signify the same.

There being no other business the meeting was closed.



.....  
K E Grove  
Chairman

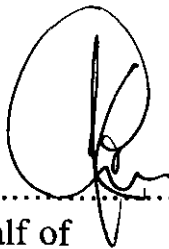
**FEL International Services Limited**

**(registered number 2640829)**

**Consent to Short Notice**

We the undersigned, being the only members of the above-named Company entitled to receive notice of and to attend and vote at general meetings of the Company HEREBY AGREE to the calling of a meeting by the forgoing notice and the proposing and passing at the meeting of the Special Resolution set out in the notice notwithstanding that less than requisite period of notice has been given.

28 June 2000

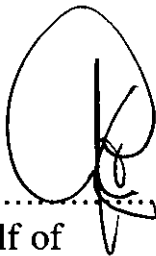


.....  
On behalf of  
Strachan & Henshaw Limited  
(Duly authorised officer)

**Form of Proxy**

We, Strachan & Henshaw Limited, having our registered office at Ashton House, PO Box 103, Ashton Vale Road, Bristol BS99 7TJ and being the sole member of FEL International Services Limited, hereby appoint Mr Mark William Hardy of 20 Chalfield Close, Keynsham, Bristol BS31 1JZ to be our proxy and vote for us and on our behalf at an Extraordinary General Meeting of FEL International Services Limited to be held at Ashton House, Ashton Vale Road, Bristol on the 14 July 2000 and an any adjournment thereof.

28 June 2000

A handwritten signature in black ink, appearing to be 'M. Hardy', is written over a horizontal dotted line.

On behalf of  
Strachan & Henshaw Limited  
(Duly authorised officer)

Minutes of Extraordinary General Meeting of the Company held at Ashton House, Ashton Vale Road, Bristol on the 14 July 2000 at 9.15 am.

Present:           K E Grove  
                  M W Hardy  
                  P D Brooks

Mr K E Grove was elected Chairman of the meeting.

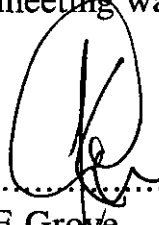
**Special Business**

The following resolution which was proposed as a Special Resolution, was considered, and being thought fit, was passed (as a Special Resolution).

**Special Resolution**

THAT the Company's name is changed to Strachan & Henshaw Dormant One Limited.

There being no other business the meeting was closed.

  
.....  
K E Grove  
Chairman

14 July 2000

Registered Office -     Groby Road  
                              Audenshaw  
                              Manchester  
                              M34 5HT