

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 2647311

The Registrar of Companies for England and Wales hereby certifies that  
MAYFAIR TREASURY LIMITED

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

Given at Companies House, Cardiff, the 25th March 1997



\*C026473110\*

*R. G. Edwards*  
R. G. EDWARDS

For the Registrar of Companies



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

HC006B

Company Number: 2647311

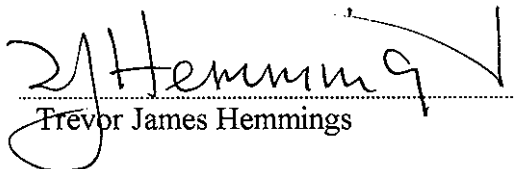


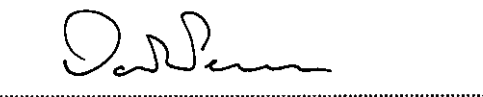
**THE COMPANIES ACT 1985 TO 1989**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION OF**  
**MAYFAIR TREASURY LIMITED**  
**(Passed 14 March 1997)**

We, the undersigned, being all the members of the Company who (at the date of this Resolution) are entitled to attend and vote at a general meeting of the Company convened for the purposes of considering and passing the written resolution set out below hereby resolve (pursuant to Section 381A of the Companies Act 1985 as introduced by Section 114 of the Companies Act 1989 and with the intent that the following resolution shall be valid and effective as if the same had been passed at a duly convened and held general meeting of the Company) as follows:

WRITTEN RESOLUTION

That the name of the Company shall be changed to HEMWAY LIMITED

  
Trevor James Hemmings

  
Ian Richard Penrose

