

CON 47894/AFR

No.2661055



THE COMPANIES ACTS 1985

Company Limited by Shares

RESOLUTION IN WRITING


of

HACKREMCO (NO.719) LIMITED
(Passed 19 February 1992)

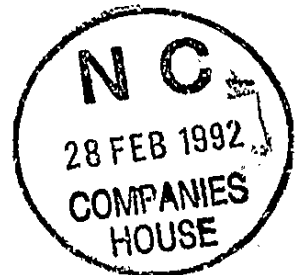
BY RESOLUTION IN WRITING of the above-named Company the following Resolution was passed on 19 February 1992:-

SPECIAL RESOLUTION

THAT the name of the Company be changed to "BASS OVERSEAS HOLDINGS LIMITED".


.....
For and on behalf of
Hackwood Secretaries Limited -
Secretary

HACKWOOD SECRETARIES LIMITED (BEL)
Barrington House
59-67 Gresham Street
London EC2V 7JA



LINKLATERS & PAINES
BARRINGTON HOUSE,
59-67, GRESHAM STREET,
LONDON EC2V 7JA
TEL. 01 606 7080

G17RJA 310

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**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2661055

I hereby certify that

HACKREMCO (NO. 719) LIMITED

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

BASS OVERSEAS HOLDINGS LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 5 MARCH 1992

M. Rose
M. ROSE

an authorised officer