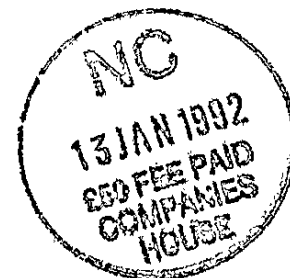


THE COMPANIES ACTS 1985 to 1989

COMPANY NUMBER 2669327



SPECIAL RESOLUTION OF

STEPRECALL 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:-

BABCOCK OVERSEAS INVESTMENTS LIMITED

Dated this 31st day of December 1991

Signed 
(AUTHORISED SIGNATORY OF INSTANT COMPANIES LIMITED)


(AUTHORISED SIGNATORY OF SWIFT INCORPORATIONS LIMITED)

REF. 377897 / CFPJ

JORDAN & SONS LTD
21 ST. THOMAS ST.

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2669327

I hereby certify that

STEPRECALL LIMITED

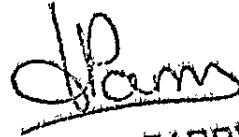
having by special resolution changed its name,

is now incorporated under the name of

BABCOCK OVERSEAS INVESTMENTS LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 17 JANUARY 1992


MRS. L. PARRY

an authorised officer