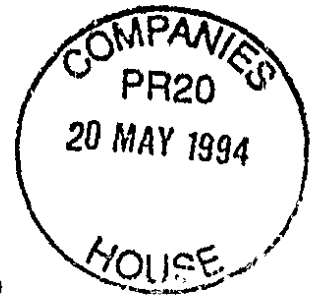


Company No: 2670637

THE COMPANIES ACTS 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF ALNERY NO. 1176 LIMITED



Dated this 15th day of May 1994

We, the undersigned, being all the members of the company who, at the date of this resolution would be entitled to attend and vote at general meetings of the company, HEREBY PASS the following resolution as a special resolution and agree that the said resolution shall, for all purposes be as valid and effective as if the same had been passed by us all at a general meeting of the company duly convened and held.

The accounts of the company for the financial year ending 31 December 1992 having been sent out in accordance with Section 238 of the Companies Act 1985, and the company, having been dormant since the end of that year, resolves to make itself exempt from the provisions of Part VII of the Companies Act 1985 relating to the audit of accounts and from the obligation to appoint auditors.

Authorised signatory for and
on behalf of J Walter Thompson
UK Holdings Limited

.....*[Signature]*.....

Authorised signatory for and
on behalf of Radclose Limited

.....*[Signature]*.....
D Calow (Secretary)

0608R

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2670637

The Registrar of Companies for England and Wales hereby certifies that
ALNERY NO. 1176 LIMITED

having by special resolution changed its name, is now incorporated
under the name of
ENTERPRISE IDENTITY CONSULTANTS LIMITED

Given at Companies House, Cardiff, the 18th October 1994



C026706377

For the Registrar of Companies

