

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2704078

The Registrar of Companies for England and Wales hereby certifies that
HOME WARRANTY PLAN LTD.

having by special resolution changed its name, is now incorporated
under the name of
MINMAR 1995 LTD

Given at Companies House, Cardiff, the 22nd March 1995



C027040784

A handwritten signature in dark ink, appearing to read 'I. M. Lewis'.
I. M. LEWIS

For the Registrar of Companies



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

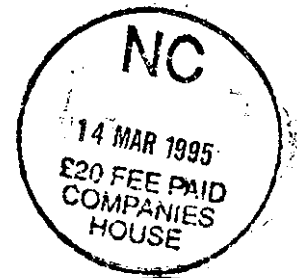
HC006B



2704078

IMCO GROUP PLC

PEOPLE MANAGEMENT THROUGH SYSTEMS



SPECIAL RESOLUTION OF HOME WARRANTY PLAN LTD

("The Company")



Passed on the 23rd day of January 1995

At a meeting of the Board of Directors of The Company duly convened and held on 23rd January 1995 the following Resolution was passed as a Special Resolution.

SPECIAL RESOLUTION

IT WAS RESOLVED:

1. The Company's name be changed to Minmar 1995 Ltd with immediate effect and that The Company's Memorandum and Articles of Association be amended accordingly.
2. The Company Secretary is authorised to lodge a copy of the Special Resolution with the registrar of Companies together with the fee of £50.

There being no further business, the meeting ended at 9.00am.



Certified Correct

.....
CHAIRMAN

.....
DATE

25/1/95

IMCO HOUSE, 152-158 NORTHOLT ROAD, HARROW, MIDDLESEX HA2 0EA. TELEPHONE: 081-864 5400.
GENERAL FAX NO: 081-864 8855 DIRECTORATE FAX NO: 081-864 6821

DIRECTORS: A J SINCLAIR (Managing), D V FLETCHER, R M SMITH, B A WOOD (Company Secretary). REGISTERED IN ENGLAND NO. GB 2274851. VAT REGISTERED NO. 541 393 452



A Member of the SMMI

Registered with the Data Protection Register



A Member of the DMA