

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2708407

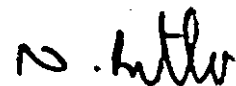
The Registrar of Companies for England and Wales hereby certifies that
CARLETON CONTRACTS LIMITED

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

Given at Companies House, Cardiff, the 23rd July 1998



C02708407M


N. BUTLER

For the Registrar of Companies



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

HC006B

Company Number: 02708407



THE COMPANIES ACT 1985

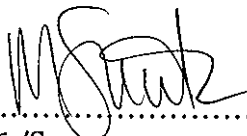
WRITTEN RESOLUTION OF A COMPANY LIMITED BY SHARES

CARLETON CONTRACTS LIMITED

PASSED ON 15 JULY 1998

By written resolution of the sole shareholder of the above named company the following resolution was duly passed as a special resolution:

"THAT the name of the Company be changed to TERRANOVA INVESTMENTS LIMITED"


.....
Director/Secretary

