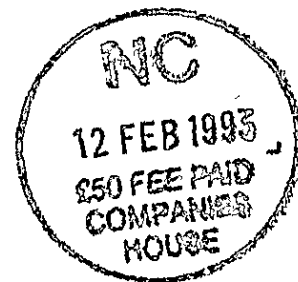


18/2
COMPANY NO: 2729729

The Companies Act 1985
Company Limited by Shares



SPECIAL RESOLUTION

OF

HUSTLER EUROPE LIMITED

At an Extraordinary General Meeting of the Company duly convened and held at 1 Tyburn Lane, Harrow, Middlesex HA1 3AG, the following Resolution was duly passed as SPECIAL RESOLUTION of the Company, viz:

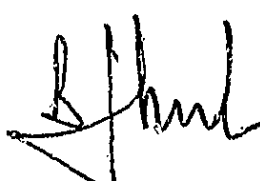
RESOLUTION

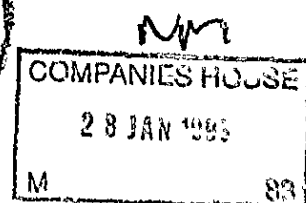
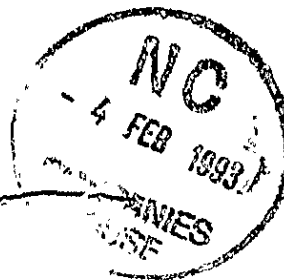
Passed the 25th day of January 1993

1. That, subject to the consent of the Secretary of State for Trade and Industry, the name of the Company be changed to:-

NORTHERN & SHELL ENTERPRISES LIMITED

2. That Clause 1 of the Memorandum of Association of the Company be amended to show the new name of the Company.


SECRETARY





**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2729729

I hereby certify that


HUSTLER EUROPE LIMITED

having by special resolution changed its name,

is now incorporated under the name of

NORTHERN & SHELL ENTERPRISES LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 18 FEBRUARY 1993


M. ROSE

an authorised officer