

Number of } 2757907
Company }

The Companies Act 1985

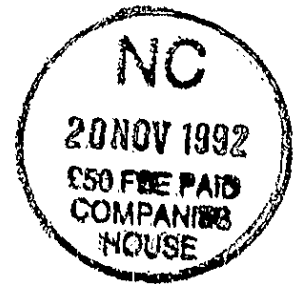
COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 378 (2) of the Companies Act 1985)

OF

WATCHPRAISE LIMITED



Passed 19 November, 1992

AT an EXTRAORDINARY GENERAL MEETING of the above-named
Company, duly convened, and held at 111 Westminster Bridge Road
London SE1 7UE

on the 19 day of November, 1992 the subjoined
SPECIAL RESOLUTION was duly passed, viz.:—

RESOLUTION

That the name of the company be changed to:
COSTAIN OVERSEAS HOLDINGS LIMITED

Signature
.....CHAIRMAN.....

To be signed by
the Chairman, a
Director, or the
Secretary of the
Company.



NOTE.—To be filed within 15 days after the passing of the Resolution(s).

[P.T.O.]



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2757907

I hereby certify that

WATCHPRAISE LIMITED

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

COSTAIN OVERSEAS HOLDINGS LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 2 DECEMBER 1992

P. L. Morgan
(Sd/-)

an authorised officer