

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2810561

The Registrar of Companies for England and Wales hereby certifies that
DIPLEMA 273 LIMITED

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

Given at Companies House, Cardiff, the 11th November 1996



C02810561A

P. A. Morgan
P.A.MORGAN (MRS)

For the Registrar of Companies



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

HC006B

Company No: 2810561



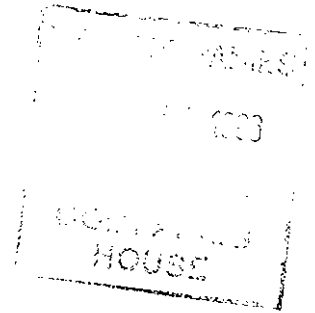
THE COMPANIES ACTS 1985 and 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

DIPLEMA 273 LIMITED

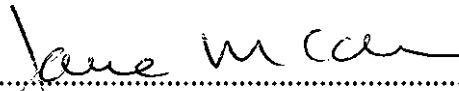


At an EXTRAORDINARY GENERAL MEETING of the Company held at Beasley Court, Warwick Place, Uxbridge UB8 1PE on Thursday 31 October 1996 the following resolution was passed as a special resolution:

SPECIAL RESOLUTION

THAT the name of the Company be changed to

PROVINCIAL ASSESSORS LIMITED


.....
Secretary

c/o Eurodollar Holdings Plc,
Beasley Court,
Warwick Place,
Uxbridge,
UB8 1PE.