

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 2826284

The Registrar of Companies for England and Wales hereby certifies that  
GRAVITAS 1058 LIMITED

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

Given at Companies House, Cardiff, the 15th December 1994



\*C028262848\*

*M. Lewis*  
M. LEWIS

For the Registrar of Companies



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

HC006B

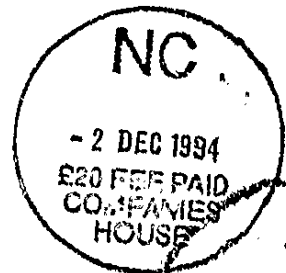
THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

RESOLUTIONS

- of -

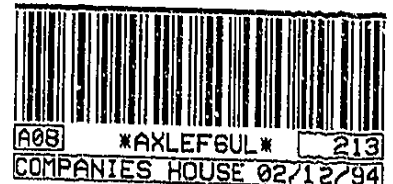
GRAVITAS 1058 LIMITED



At an Extraordinary General Meeting of the Company duly convened and held at *65, Fleet St London EC4Y 1HS* on 7<sup>th</sup> October 1994 the following Resolutions were passed as Special Resolutions:-

RESOLUTIONS

1. THAT subject to the passing of Resolution 5 each of the 5 issued Ordinary Shares of £1 in the capital of the Company be converted and sub-divided into 1,000 Deferred Shares of 0.1p each having the rights and restrictions set out in the new Articles of Association of the Company to be adopted pursuant to Resolution 5.
2. THAT subject to the passing of Resolution 5 the 95 unissued Ordinary Shares of £1 each in the capital of the Company be converted and sub-divided into 95,000 A Ordinary Shares of 0.1p each having the rights and restrictions set out in the new Articles of Association to be adopted in accordance with Resolution 5.
3. THAT subject to the passing of Resolution 5 below the authorised share capital of the Company be increased from £100 to £101,331 by the creation of 100,000 Preference Shares of £1 each, 431,000 A Ordinary Shares of 0.1p each, 175,000 B Ordinary Shares of 0.1p each, 276,000 C Ordinary Shares of 0.2p each, 23,000 D Ordinary Shares of 0.1p each and 50,000 unclassified Shares of 0.1p each having the rights and restrictions set out in



the Company's new Articles of Association to be adopted pursuant to Resolution 5 below.

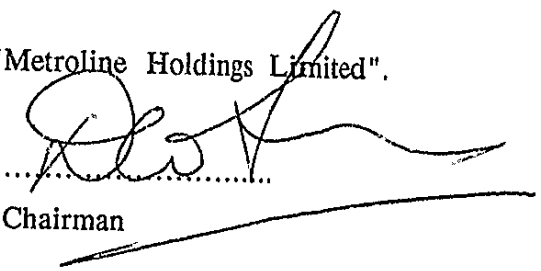
4. THAT:-

(a) the Directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot the relevant securities up to a maximum amount of £101,326 provided that this authority shall expire on the date being six months after the passing of this resolution save that the Company may before such expiry make an offer or agreement which would or might require relevant securities (within the meaning of Section 80(2) of the Companies Act 1985) to be allotted after such expiry and the Directors may allot the relevant securities pursuant to such offer or agreement as if the authority conferred hereby had not expired and provided further this authority shall be in substitution for and supersede and revoke any such earlier authority conferred on the Directors; and

(b) the Directors be and are hereby empowered pursuant to Section 95 of the Companies Act 1985 (the "Act") to allot equity securities pursuant to the authority conferred by paragraph (a) of this resolution wholly for cash as if Section 89 of the Act did not apply.

5. THAT the Articles of Association in the form attached hereto and initialled by the Chairman of the Company for identification be and are hereby adopted as the new Articles of Association for the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.

6. THAT the Company change its name to "Metroline Holdings Limited".

  
.....  
Chairman