

Company No. 2831043

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

MAWLAW 206 LIMITED

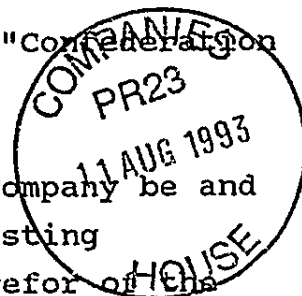
Passed on 4th August 1993

At an Extraordinary General Meeting of the Company duly convened and held at 20 Black Friars Lane, London EC4V 6HD on 4th August 1993 the following resolutions were duly passed as Special Resolutions:

SPECIAL RESOLUTIONS

1. THAT the name of the Company be changed to "Confederation Management Limited".
2. THAT the Memorandum of Association of the Company be and it is hereby amended by the deletion of existing sub-clause 3.1(a) and the substitution therefor of the following new sub-clause 3.1(a):-

to carry on the business of a management company providing management and administration services of all kinds, including business as agents, consultants, experts and advisers in or in relation to all or any employment matters, the organisation and administration of business, business conditions, marketing, production, sales,



transport, insurance and services generally; to render advisory, investigatory, supervisory, managerial, investment, training, personnel, selection, human resource development and other services of every kind and description; to provide or procure the provision by another of any service, need or requirement of any business nature required by any person, firm or company in or in connection with any business carried on by them and to engage and hire professional, clerical and other staff and employees and to enter into agreements with such staff and employees with a view to allocating their services to any person, firm or company requiring them, in particular any entity within the same group as the Company.

3. THAT the regulations contained in the printed document of which a copy has been produced to this meeting and initialled by the Chairman of the meeting for the purpose of identification be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of its existing Articles of Association.

.....*E. J. James*.....
Chairman

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2831043

I hereby certify that

MAWLAW 206 LIMITED

having by special resolution changed its name,

is now incorporated under the name of

CONFEDERATION MANAGEMENT LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 17 AUGUST 1993


MRS. L. PARRY

an authorised officer