

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2840336

The Registrar of Companies for England and Wales hereby certifies that
TARMAC CONSTRUCTION MAJOR PROJECTS (SCOTLAND) LIMITED

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

Given at Companies House, Cardiff, the 5th May 1998



C028403364

R. C. Edwards
R. C. EDWARDS

For the Registrar of Companies



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

HC006B

2840336

The Companies Acts 1985 & 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF TARMAC CONSTRUCTION MAJOR PROJECTS (SCOTLAND) LTD

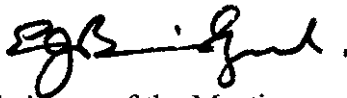
Passed on 14th April 1998

AT AN EXTRAORDINARY GENERAL MEETING of the Members of the above Company, duly convened, and held on 14th April 1998 the following resolution was passed as a SPECIAL RESOLUTION:-

RESOLUTION

"THAT, subject to the approval of the Secretary of State, the name of the Company be changed on 14th April 1998 to:

EVERPRIME LIMITED



Chairman of the Meeting

