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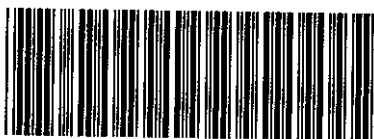
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2861142

The Registrar of Companies for England and Wales hereby certifies that
SENIOR ENGINEERING TRUSTEE LTD.

having by special resolution changed its name, is now incorporated
under the name of
SENIOR ENGINEERING EXECUTIVE TRUSTEE LIMITED

Given at Companies House, Cardiff, the 3rd March 1997



C028611422

P. A. Morgan
P.A. MORCAN (MRS)

For the Registrar of Companies



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

HC006B

Con 80749

Company No. 2861142

THE COMPANIES ACT 1985

SPECIAL RESOLUTION:

of

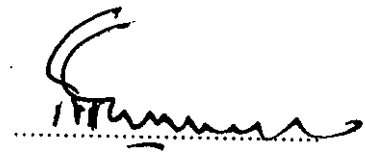
SENIOR ENGINEERING TRUSTEE LIMITED



At an Extraordinary General Meeting of the above Company duly convened and held at Senior House, 59/61 High Street, Rickmansworth, Hertfordshire WD3 1RH at 3.05 p.m. on the 29th January, 1997 the Resolution set out below was duly passed as a Special Resolution:

SPECIAL RESOLUTION

THAT the name of the Company be changed to SENIOR ENGINEERING EXECUTIVE TRUSTEE LIMITED.


Secretary