

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2935593

The Registrar of Companies for England and Wales hereby certifies that
MITIE TURNERS LIMITED

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

Given at Companies House, Cardiff, the 26th July 1994



C02935593C


A.F. FLETCHER

For the Registrar of Companies



COMPANIES HOUSE

HC006B

ACCEPT UNSTAMPED 150

63553
SIGNED/CN

SIGNED

DATE

COMPANY NUMBER. 2935593

COMPANIES ACTS 1985-1989

COMPANY LIMITED BY SHARES

RESOLUTIONS

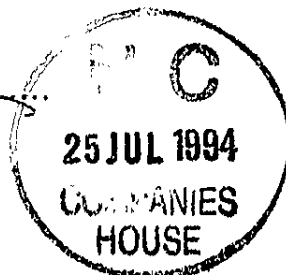
OF

MITIE TURNERS LIMITED

At an Extraordinary General Meeting of the above named company duly convened and held on the 15th day of July 1994 at *Business House, Whitefield* the following resolutions were duly passed as special resolutions.

1. That the authorised share capital of the Company be increased from £10,000 to £200,000 divided into 102,000 "A" Ordinary Shares of £1 each and 98,000 "B" Ordinary Shares of £1 each, such classes of shares to have the rights detailed in the proposed new Articles of Association to be adopted by the Company with the two issued shares being re-designated as "A" Ordinary Shares.
2. That the directors be generally and unconditionally authorised for the purpose of Section 80 of the Companies Act 1985 to issue 102,000 "A" Ordinary Shares of £1 each and 98,000 "B" Ordinary Shares of £1 each during the period of five years from the date of the passing of this resolution on the expiry of which period the authority given by this resolution shall expire.
3. That by virtue of Section 95(1) of the Companies Act 1985 Section 89(1) shall not apply to the allotment of shares referred to in the preceding resolution.
4. That the new Articles of Association in the agreed form as produced to the meeting and for identification purposes initialled by the Chairman, be adopted by the Company in substitution for the existing Articles of Association of the Company.
5. That the name of the Company be changed to Turners Decorating Limited.


Chairman



No fee



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A13 RECEIPT DATE: 19/07/94