

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2937738

The Registrar of Companies for England and Wales hereby certifies that
MATTHEW CLARK GAYMER LIMITED

having by special resolution changed its name, is now incorporated
under the name of
MATTHEW CLARK AND SONS LIMITED

Given at Companies House, Cardiff, the 1st May 1995



C029377380

A handwritten signature in ink, appearing to read 'S. Morgan'.

S. MORGAN (MRS)
For the Registrar of Companies



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

HC006B

COMPANY NO. 2937738

62158/ASR

THE COMPANIES ACT 1985 (AS AMENDED)

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

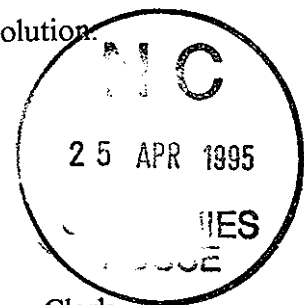
OF

MATTHEW CLARK GAYMER LIMITED

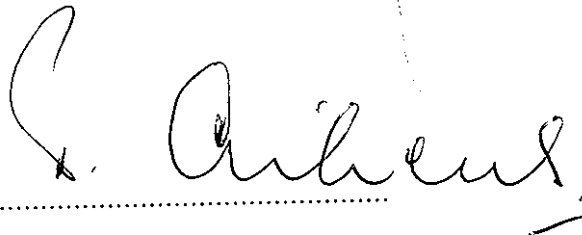


At an Extraordinary General Meeting of the above named Company duly convened and held on 12th April 1995 the following resolution was passed as a special resolution.

SPECIAL RESOLUTION



"THAT the name of the company be changed to Matthew Clark and Sons Limited with effect from the 1st May 1995".



CHAIRMAN