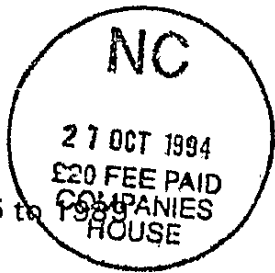


CN/RES

2/11



COMPANY NO. 2939038

The Companies Acts 1985 to 1990

SPECIAL RESOLUTION

OF

DUSKWAY PLC

At an Extraordinary General Meeting of the Company duly convened and held at the Registered Office of the Company the following Resolutions were duly passed as SPECIAL RESOLUTIONS, viz:

RESOLUTIONS

Passed the 24th October 1994

1. THAT, subject to the consent of the Secretary of State for Trade and Industry, the name of the Company be changed to:-

FRAGRANCE OILS PLC

2. THAT, Clause 1 of the Memorandum of Association of the Company be amended to show the new name of the Company.

Chairman

PLEASE FORWARD CERTIFICATE OF INCORPORATION VIA COMPANIES HOUSE FOR COLLECTION BY STANLEY DAVIS GROUP LIMITED.



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2939038

The Registrar of Companies for England and Wales hereby certifies that
DUSKWAY PLC

having by special resolution changed its name, is now incorporated
under the name of
FRAGRANCE OILS PLC

Given at Companies House, Cardiff, the 2nd November 1994



C02939038A

For the Registrar of Companies



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