

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3004117

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

having by special resolution changed its name, is now incorporated
under the name of
BRIAN JOHNSTON MEMORIAL TRUST

Given at Companies House, Cardiff, the 4th April 1995



C03004117S

M. Lewis
M. LEWIS

For the Registrar of Companies



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

HC006B

G

COMPANIES FORM No. 30(5)(c)

Declaration on change of name omitting "limited" or its Welsh equivalent

30(5)(c)

Please do not
write in
this margin

Pursuant to section 30(5)(c) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

For official use

Company number

--	--	--	--	--	--

3004117

Name of company

* PLACESWIFT LIMITED

* insert full
name of company

I, DOUGLAS LINDSAY STEWART

of 36, CHANCELLOR'S WHARF, CRISP ROAD,
HAMMERSMITH LONDON W6 9RL

† delete as
appropriate

[a director][the secretary]† of PLACESWIFT LIMITED

do solemnly and sincerely declare that the company complies with the requirements of section 30(3) of the above Act.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declared at 63, LINCOLN'S INN
FIELDS, LONDON WC2A 3LW

Declarant to sign below

the _____ day of MARCH

One thousand nine hundred and ~~nineteen~~ - five
before me HOWARD GRAHAM FISHER

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths.



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Jordans

JORDAN & SONS LIMITED
JORDAN HOUSE
BRUNSWICK PLACE
LONDON W1B 6EE
TELEPHONE 01 253 2030
TELEX 251010



Presentor's name address and
reference (if any):

JORDAN & SONS LIMITED

21 St. Thomas Street

LDN W6 9RL

TELEPHONE 340085

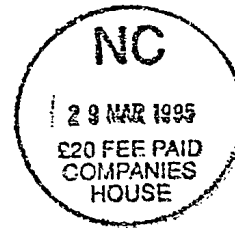
For official Use

General Section

Post room

THE COMPANIES ACT 1985

Company Number 3004117



SPECIAL RESOLUTION OF

PLACESWIFT LIMITED

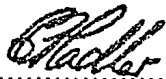
We, the undersigned, INSTANT COMPANIES LIMITED and SWIFT INCORPORATIONS LIMITED, being all the members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolution as a Special Resolution and agree that the said resolution shall, pursuant to Clause 53 in Table A (which clause is embodied in the Articles of Association of the Company), for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.


It is resolved:

That the name of the Company be changed to :-

BRIAN JOHNSTON MEMORIAL TRUST

Dated: 10th March 1995


.....
(AUTHORISED SIGNATORY OF INSTANT COMPANIES LIMITED)


.....
(AUTHORISED SIGNATORY OF SWIFT INCORPORATIONS LIMITED)

JORDAN & CO LIMITED
21 St. Thomas Street

LEAMINGTON SPA

TELEPHONE 340085