

FILE COPY



**CERTIFICATE THAT A PUBLIC COMPANY
IS ENTITLED TO DO BUSINESS AND BORROW**

Company No. 3047110

I hereby certify that the provisions of section 117(1) of the Companies Act 1985 have been complied with in relation to

THE EMERALD GROUP (EUROPE) PLC

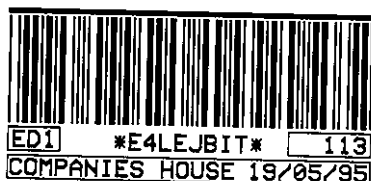
and that the company is entitled to do business and borrow.

Given at Companies House, Cardiff, the 19th May 1995

H A Jewman

H A JEWMAN

For The Registrar Of Companies



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