

FILE COPY



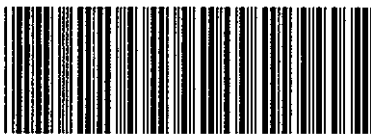
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3110908

The Registrar of Companies for England and Wales hereby certifies that
THE RCJ CITIZENS ADVICE BUREAU

having by special resolution changed its name, is now incorporated
under the name of
THE RCJ ADVICE BUREAU

Given at Companies House, Cardiff, the 19th May 1998



C03110908I

E. P. Owen
E. P. OWEN

For the Registrar of Companies



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

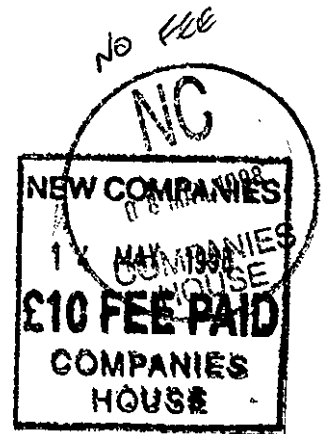
HC006B

No.: 3110908

THE COMPANIES ACT 1985 (AS AMENDED)

THE RCJ CITIZENS ADVICE BUREAU

Company limited by guarantee and not having
a share capital (the "Company")



Written resolution signed by or on behalf of all the
members of the Company passed in accordance with
section 381A of the Companies Act 1985 (as amended)
with effect from 2nd May 1998

IT IS HEREBY RESOLVED THAT the name of the Company be changed to The RCJ
Advice Bureau.

_____, for and on
behalf of Loviting Limited

Jonathan S. Haw
Director
JONATHAN S. Haw, for and on
behalf of Trucidator Nominees Limited

05 MAY 1998

CC981180.143



No.: 3110908

THE COMPANIES ACT 1985 (AS AMENDED)

THE RCJ CITIZENS ADVICE BUREAU

Company limited by guarantee and not having
a share capital (the "Company")

Written resolution signed by or on behalf of all the
members of the Company passed in accordance with
section 381A of the Companies Act 1985 (as amended)
with effect from 2nd May 1998

IT IS HEREBY RESOLVED THAT the name of the Company be changed to The RCJ
Advice Bureau.



David Mackie

_____, for and on
behalf of Freshfields Service Company
Limited



No.: 3110908

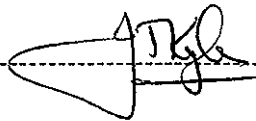
THE COMPANIES ACT 1985 (AS AMENDED)

THE RCJ CITIZENS ADVICE BUREAU

Company limited by guarantee and not having
a share capital (the "Company")

Written resolution signed by or on behalf of all the
members of the Company passed in accordance with
section 381A of the Companies Act 1985 (as amended)
with effect from 2nd May 1998

IT IS HEREBY RESOLVED THAT the name of the Company be changed to The RCJ
Advice Bureau.



, for and on
behalf of Hackwood Service Company
Limited



, for and on
behalf of BLG (Professional Services)
Limited



No.: 3110908

THE COMPANIES ACT 1985 (AS AMENDED)

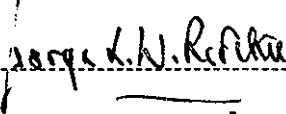
THE RCJ CITIZENS ADVICE BUREAU

Company limited by guarantee and not having
a share capital (the "Company")

Written resolution signed by or on behalf of all the
members of the Company passed in accordance with
section 381A of the Companies Act 1985 (as amended)
with effect from 2nd May 1998

IT IS HEREBY RESOLVED THAT the name of the Company be changed to The RCJ
Advice Bureau.

David Mackie



, for and on
behalf of Freshfields Service Company
Limited



No.: 3110908

THE COMPANIES ACT 1985 (AS AMENDED)

THE RCJ CITIZENS ADVICE BUREAU

Company limited by guarantee and not having
a share capital (the "Company")

Written resolution signed by or on behalf of all the
members of the Company passed in accordance with
section 381A of the Companies Act 1985 (as amended)
with effect from 2nd May 1998

IT IS HEREBY RESOLVED THAT the name of the Company be changed to The RCJ
Advice Bureau.

_____, for and on
behalf of Hackwood Service Company
Limited

D.I. HOWIE & P.D. HILL, for and on
behalf of BLG (Professional Services)
Limited



No.: 3110908

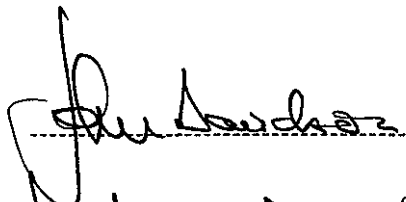
THE COMPANIES ACT 1985 (AS AMENDED)

THE RCJ CITIZENS ADVICE BUREAU

Company limited by guarantee and not having
a share capital (the "Company")

Written resolution signed by or on behalf of all the
members of the Company passed in accordance with
section 381A of the Companies Act 1985 (as amended)
with effect from 2nd May 1998

IT IS HEREBY RESOLVED THAT the name of the Company be changed to The RCJ
Advice Bureau.



JOHN DAVIDSON, DIRECTOR, for and on
behalf of Loviting Limited

_____, for and on
behalf of Trucidator Nominees Limited

CC981180.143

