

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3165891

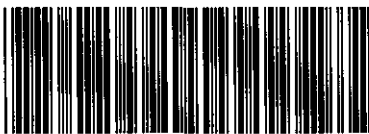
The Registrar of Companies for England and Wales hereby certifies that
FORTE INTERNATIONAL HOLDINGS LIMITED

having by special resolution changed its name, is now incorporated

under the name of

COMPASS INTERNATIONAL HOLDINGS LIMITED

Given at Companies House, Cardiff, the 23rd September 2002



C03165891M



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

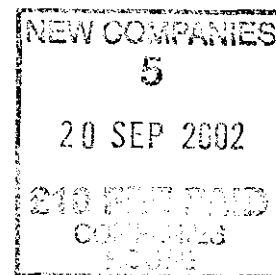


Companies House
— for the record —

HC006B

Company Number 3165891

THE COMPANIES ACTS 1985 & 1989
RESOLUTION
OF
FORTE INTERNATIONAL HOLDINGS LIMITED



At an Extraordinary General Meeting of the members of Forte International Holdings Limited duly convened and held on 11 September 2002, the following Resolution was passed as a Special Resolution.

"It was Resolved that the name of the Company be changed to Compass International Holdings Limited."

Ronald Morley
Director

Registered office:

Cowley House
Guildford Street
Chertsey
Surrey
KT16 9BA

Date:

11 September 2002

