

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3196818

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

having by special resolution changed its name, is now incorporated
under the name of
IMRIE STEWART PLC

Given at Companies House, Cardiff, the 30th May 1996

E. P. Owen

MRS. E. P. OWEN



C03196818T

For the Registrar of Companies

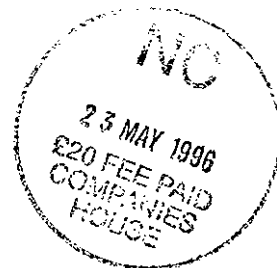


C O M P A N I E S H O U S E

HC006B

Company No: 3196818

**THE COMPANIES ACTS 1985 - 1989 -
COMPANY LIMITED BY SHARES**



RESOLUTION

- of -

WARMSTART PLC

(Passed on 10 MAY 1996)

The following resolution was duly passed by the sole member of the Company in accordance with Section 382B of the Companies Act 1985 with effect from 10 MAY 1996:

SPECIAL RESOLUTION

That:-

The name of the Company be changed to "Imrie Stewart Plc"

Jan K. I. Lewis

.....
for and behalf of

FAVERSHAM INVESTMENTS LIMITED

(being the sole member of the Company)

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