

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3210050

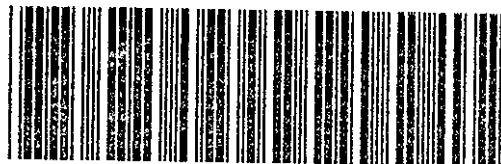
The Registrar of Companies for England and Wales hereby certifies that

ADDSPICE LIMITED

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

BR PROJECTS LIMITED

Given at Companies House, London, the 27th June 1996



C03210050Q

A handwritten signature in cursive script, reading "Gerald Ryan".

For The Registrar Of Companies



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



CHANGE OF NAME RESOLUTION

THE COMPANIES ACT 1985

COMPANY NAME: ADDSPICE LIMITED

COMPANY NUMBER: 3210050

SPECIAL RESOLUTION

(Pursuant to Regulation 53 contained in Table A in the Schedule to the Companies (Table A to F) Regulations 1985)

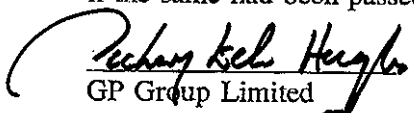
Dated: 26 June 1996

RESOLVED

That the name of the Company be altered to:-

BR PROJECTS LIMITED

We, the undersigned, being all the members of the above Company, for the time being entitled to receive notice of, attend and vote at General Meetings, hereby unanimously pass the above Resolution and agree that the said Resolution shall 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.


GP Group Limited

SIDAT CNAME

800 CHEQUE NO (105598 MID)

27/06 96 THU 12:58 FAX