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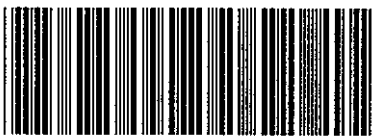
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3243303

The Registrar of Companies for England and Wales hereby certifies that
OCEONICS INVESTMENTS LIMITED

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

Given at Companies House, Cardiff, the 27th August 1997



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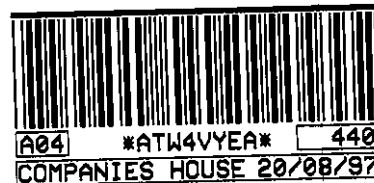
E. P. Owen
MRS. E. P. OWEN

For the Registrar of Companies



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

HC006B



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTIONS
of
OCEONICS INVESTMENTS LIMITED



(Passed 15th August 1997)

At an Extraordinary General Meeting of the above-named Company, duly convened and held on 15th August 1997, the following Resolutions were duly passed as to Resolution No. 1 as an Ordinary Resolution and as to Resolutions Nos. 2 and 3 as Special Resolutions:

Ordinary Resolution

1 THAT:

- (a) the authorised share capital of the Company be increased from £1,000 to £10,000 by the creation of 9,000 additional shares of £1 each;
- (b) the Directors be and they are hereby generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985 ("the Act") to exercise all the powers of the Company to allot relevant securities up to an aggregate nominal amount of £9,998 for a period of 5 years from the date of the passing of this Resolution but so that this authority shall allow the Company to make offers or agreements before the expiry of this authority which would or might require relevant securities to be allotted after such expiry;

- (c) all previous authorities given by the Company in General Meeting pursuant to section 80 of the Act be and they are hereby revoked Provided that such revocation shall not have retrospective effect; and
- (d) words and expressions defined in or for the purposes of Part IV of the Act shall bear the same meanings in this Resolution.

Special Resolutions

2 THAT:

- (a) the directors be empowered to allot shares up to an aggregate nominal amount of £9,998 during the period of twelve months from the date of passing of this resolution as if Article 2(b) of the Articles of Association of the Company did not apply to any such allotment;
- (b) the Company be authorised to make prior to the expiry of the said period any offer or agreement which would or might require the allotment of shares after the expiry thereof and the directors may allot such shares in pursuance of any such offer or agreement notwithstanding the expiry of any authority or power given by this resolution.

3 THAT the name of the Company be changed to "Octroi Investments Limited".

.....SAWampope.....

Chairman of the Meeting