

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3262640

The Registrar of Companies for England and Wales hereby certifies that
MORGAN HOWARD GROUP INTERNATIONAL LIMITED

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

Given at Companies House, Cardiff, the 28th July 2003



C03262640R



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B

Company Number: 3262640

THE COMPANIES ACTS 1985 & 1989
A PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

-OF-

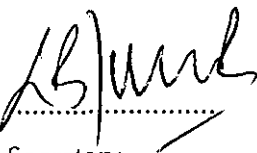
MORGAN HOWARD GROUP INTERNATIONAL LIMITED ("the Company")

At an Extraordinary General Meeting of the Company duly convened and held by telephone on the 17th day of April 2002 the following Resolution was duly passed as a Special Resolution:-

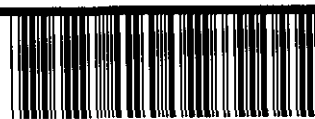
SPECIAL RESOLUTION

THAT the name of the Company be changed to Morgan Howard (UK) Ltd

DATED: 17th April 2002


Secretary

H:\WordDocuments\Client\Piggott, Alister\Power001 - MBO - PLEASE USE MBO FOLDER UNDER MORGAN HOWARD (UK)
LTD\Morgan Howard Associates Limited.board minutes re change of name Special on Short notice 16.04.02.doc



A05 *ACQ52MX2* 0739
COMPANIES HOUSE 25/07/03
COMPANIES HOUSE 18/07/03
A16 *ACQ52MX2* 0259
COMPANIES HOUSE 12/06/02