

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3284572

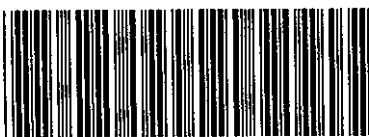
The Registrar of Companies for England and Wales hereby certifies that
KENSINGTON SPECIALITIES LIMITED

having by special resolution changed its name, is now incorporated
under the name of
AP & L DIRECT LIMITED

Given at Companies House, Cardiff, the 18th August 1997

A handwritten signature in black ink, appearing to read 'G A Brenton'.

G A BRENTON



C03284572H

For the Registrar of Companies



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

HC006B

Company No: 3284572

The Companies Act 1985

COMPANY LIMITED BY SHARES



WRITTEN RESOLUTION

of

KENSINGTON SPECIALITIES LIMITED

Passed 11 August 1997

In accordance with the Company's Articles of Association and Section 381(A) of and Schedule 15A to the Companies Act 1985 we, the undersigned, being or representing all the members of the Company for the time being entitled to receive notice of and attend and vote at a general meeting of the Company, and so that such 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, hereby resolve as follows:-

SPECIAL RESOLUTION

THAT the name of the Company be and is hereby changed to AP & L DIRECT LIMITED

Name of Member	Signature of Member	Date of Signature
GAT International Limited	<i>Walter McCloy</i>	11 August 1997

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