

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3308296

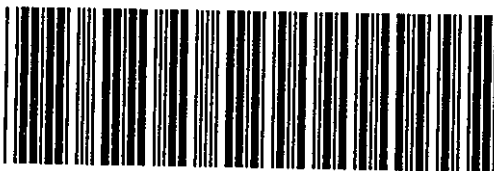
The Registrar of Companies for England and Wales hereby certifies that

SKILLSGROUP LIMITED

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

P&P LIMITED

Given at Manchester, the 9th May 1997



C033082968

A handwritten signature in black ink, reading 'P. Akhter'.

P. AKHTER

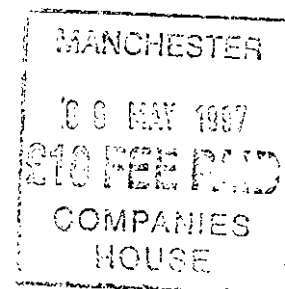
For The Registrar Of Companies



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

Company No.3308296

THE COMPANIES ACTS 1985-1989
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
of
SKILLSGROUP LIMITED



DATED: 9th May 1997

WE, the undersigned, being all the members of the above-named Company entitled to receive notice of and to attend and vote at a general meeting of the Company in respect of the Resolution set out below do hereby agree to and make the following resolution which shall have effect as a Special Resolution and which shall, pursuant to section 381A Companies Act 1985 (as amended by the Deregulation (Resolutions of Private Companies) Order 1996), be as valid and effective for all purposes as if the same had been duly passed at a general meeting of the Company duly convened and held:

SPECIAL RESOLUTION

That the name of the Company be changed to:

P&P Limited

For and on behalf of P&P plc

A handwritten signature in dark ink, appearing to be 'J. D. H.', written over a dotted line.

Authorised Signatory of P&P plc the sole Shareholder of the Company

Midland / 101622 / 17.00.00