

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 3308296

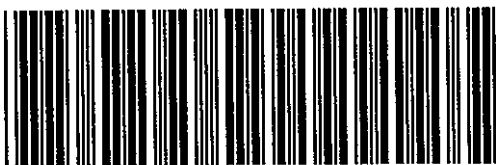
The Registrar of Companies for England and Wales hereby certifies that

PERSONAL COMPUTERS LIMITED

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

P&P RENTALS LIMITED

Given at Manchester, the 15th December 1997



\*C03308296E\*

*F. Gracian*

For The Registrar Of Companies



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

Company Number: 3308296

THE COMPANIES ACTS 1985 AND 1989  
PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION

of

PERSONAL COMPUTERS LIMITED

DATED: 15th December 1997



*Handwritten signature/initials.*

WE, the undersigned, being all the Members of the above-named Company entitled to receive notice of and to attend and vote at General Meetings of the Company agree to and make the following resolution which shall have effect as a Special Resolutions and which shall, pursuant to section 381A of the 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 RENTALS LIMITED

For and on behalf of Skillsgroup Holdings Limited

*Handwritten signature of an authorised signatory.*

Authorised Signatory of Skillsgroup Holdings Limited



*Handwritten note: £100 REC'D*