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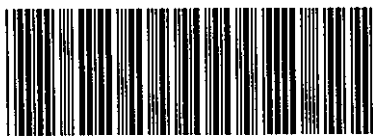
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3312273

The Registrar of Companies for England and Wales hereby certifies that
PROMOTIONAL OFFER LIMITED

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

Given at Companies House, Cardiff, the 8th July 1997



C033122737

R. C. Edwards
R. C. EDWARDS

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 NUMBER : 3312273

SPECIAL RESOLUTION OF

PROMOTIONAL OFFER LIMITED



I, the undersigned, being the representative of the sole member of the above-named Company **HEREBY PASS** the following resolution as a Special Resolution and agree that the said resolution shall, pursuant to Regulation 53 in Table A (which Regulation is embodied in the Articles of Association of the Company), 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.

It is resolved:

That the name of the Company be changed to

WINDOW HOLDINGS LIMITED

for and on behalf of York Place Company Nominees Limited

Dated 27 June 1997

York Place Company Services Ltd
12 York Place
Leeds LS1 2DS
Tel: 0113 2420222

THE COMPANIES ACT 1985

COMPANY NUMBER : 3312273

ORDINARY RESOLUTIONS OF

PROMOTIONAL OFFER LIMITED

I, the undersigned, being the representative of the sole member for the time being of the above-named Company **HEREBY PASS** the following resolutions as Ordinary Resolutions and agree that the said resolutions shall, pursuant to Regulation 53 in Table A (which Regulation is embodied in the Articles of Association of the Company), 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.

It is resolved:

1. THAT the capital of the Company be increased from £1000 to £2,000,000 by the creation of 1,999,000 ordinary shares of £1 each to rank pari passu in all respects with the existing ordinary shares in the capital of the Company.
2. THAT the Directors be and they are hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution. Provided that the authority hereby given shall expire five years after the passing of this resolution unless previously renewed or varied save that the Directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority.



for and on behalf of York Place Company Nominees Limited

Dated 27 June 1997

York Place Company Services Ltd
12 York Place
Leeds LS1 2DS
Tel: 0113 2420222

THE COMPANIES ACT 1985

COMPANY NUMBER : 3312273

**SPECIAL RESOLUTION OF
PROMOTIONAL OFFER LIMITED**

I, the undersigned, being the the representative of sole member for the time being of the above-named Company **HEREBY PASS** the following resolution as a Special Resolution and agree that the said resolution shall, pursuant to Regulation 53 in Table A (which Regulation is embodied in the Articles of Association of the Company), 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.

It is resolved:

That the Articles of Association of the Company be altered by deleting Article 4 and by substituting therefor the new Article 4 contained in the document attached hereto and for the purpose of identification marked 'A'.



for and on behalf of York Place Company Nominees Limited

Dated 27 June 1997

York Place Company Services Ltd
12 York Place
Leeds LS1 2DS
Tel: 0113 2420222