

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3313345

The Registrar of Companies for England and Wales hereby certifies that
PRECIS (1506) LIMITED

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

Given at Companies House, Cardiff, the 14th April 1997



C03313345D

E. P. Owen
MRS. E. P. OWEN

For the Registrar of Companies



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

HC006B

No of Company: 3313345

THE COMPANIES ACT 1985

and

THE COMPANIES ACT 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

-of-

PRECIS (1506) LIMITED

(passed on 7th April 1997)



At an Extraordinary General Meeting of the Company held at Exchange House, Primrose Street, London EC2A 2HS on 7th April 1997 at 3.30pm the following resolutions were duly passed, the first as an Ordinary Resolution and the second as a Special Resolution of the Company:

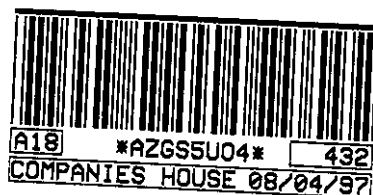
ORDINARY RESOLUTION

THAT the Company shall have a seal.

SPECIAL RESOLUTION

THAT the name of the Company be changed to ABF Overseas Limited.

CHAIRMAN



WE HEREBY CERTIFY
THIS TO BE A TRUE AND
ACCURATE COPY OF
THE ORIGINAL

HERBERT SMITH
Exchange House
Primrose Street
London EC2A 2HS

Date 7 April 1997