

02 - 07 - 98

FILE COPY



CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

Company No. 3370400

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

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

Given at Companies House, Cardiff, the 3rd July 1998



C033704002

A L Turner

AL TURNER
For the Registrar of Companies

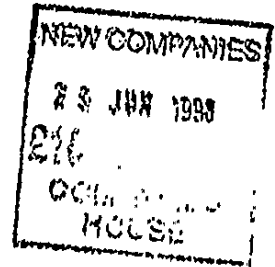


C O M P A N I E S H O U S E

HC006B

Company No: 3370400

THE COMPANIES ACTS 1985 AND 1989



COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION
OF
INTERMIND LIMITED

Passed 25th June 1998

We, the undersigned, being all the members of the Company for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by our duly authorised representatives) and pursuant to the articles of association hereby resolve that the following resolution be passed and agree that the same shall have effect as if passed as a special resolution at a general meeting duly convened and held:-

SPECIAL RESOLUTION

THAT subject to and with effect from the date on which the registrar of companies issues an altered certificate of incorporation the name of the Company be changed to Imparta Limited.

..... *R. Barkey* R. BARKEY

..... M.E. PINTO



02 - 07 - 98

..... Duly authorised for and on
behalf of SOS & CO

..... F. BRETHERTON

..... Duly authorised for and on behalf of
WINDCREST PARTNERS L.P

..... Duly authorised for and on behalf of
DYLE CONSULTANCY SERVICES
LIMITED

..... D. ASTOR

..... M.S. LAWSON

..... Duly authorised for and on behalf of
PINTO PARTNERS L.P.

..... M. HAY

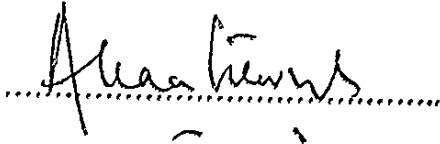
..... D. HOULDER

..... Duly authorised for and on behalf of
LARRINAGA S.A.

..... J.F. TURBEN

..... Duly authorised for and on behalf of
AEON MANAGEMENT
ESTABLISHMENT

..... Duly authorised for and on behalf of
BIGHORN CAPITAL INC



A. STEWART

..... J. ABENSUR

..... Duly authorised for and on behalf of
BAGGY NOMINEES LIMITED

..... E. PINTO

..... Duly authorised for and on
 behalf of SOS & CO
J. Sullivan
 P. BRETHERTON

..... Duly authorised for and on behalf of
 WINDCREST PARTNERS L.P.

..... Duly authorised for and on behalf of
 DYLE CONSULTANCY SERVICES
 LIMITED

..... D. ASTOR

..... M.S. LAWSON

..... Duly authorised for and on behalf of
 PINTO PARTNERS L.P.

..... M. HAY

..... D. HOULDER

..... Duly authorised for and on behalf of
 LARRINAGA S.A.

..... J.F. TURBEN

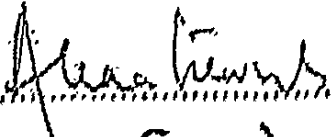
..... Duly authorised for and on behalf of
 AEON MANAGEMENT
 ESTABLISHMENT

02 - 07 - 98

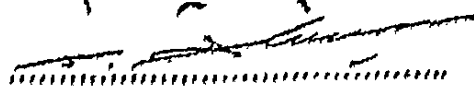
From :

PHONE NO. : 011-26100000

.....
Duly authorised for and on behalf of
BIGHORN CAPITAL INC

.....

.....

A. STEWART

.....

.....

J. ABENSUR

.....
Duly authorised for and on behalf of
BAGGY NOMINEES LIMITED

.....
E. PINTO

02 - 07 - 98

06/22/98 08:51 0816 756 0494

SOSLAND PUB. CO.

0047/0047

From :

PHONE NO. : 01716108001

JUL 23 1998 12:35PM PG1

Martin Salent

Duly authorised for and on
behalf of SOS & CO

F. BRETHERTON

Duly authorised for and on behalf of
WINDCREST PARTNERS L.P

Duly authorised for and on behalf of
DYLE CONSULTANCY SERVICES
LIMITED

D. ASTOR

M.S. LAWSON

Duly authorised for and on behalf of
PINTO PARTNERS L.P.

M. HAY

D. HOULDER

Duly authorised for and on behalf of
JARRUNAGA S.A.

J.E. TURBEN

Duly authorised for and on behalf of
AEON MANAGEMENT
ESTABLISHMENT

02 - 07 - 98

From :

PHONE No. : 01716102501

Jun, 15 1998 6:27PM P04

..... Duly authorised for and on
behalf of SOS & CO

..... F. BREPHERTON

..... Duly authorised for and on behalf of
WINDCREST PARTNERS L.P

..... Duly authorised for and on behalf of
DYLE CONSULTANCY SERVICES
LIMITED

..... D. ASTOR

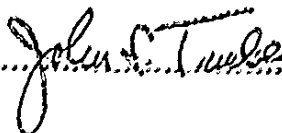
..... M.S. LAWSON

..... Duly authorised for and on behalf of
PINTO PARTNERS L.P.

..... M. HAY

..... D. HOULDER

..... Duly authorized for and on behalf of
LARRINAGA S.A.

.....  J.F. TURBEN

..... Duly authorised for and on behalf of
AEON MANAGEMENT
ESTABLISHMENT

02 - 07 - 98

16/06/1998 09:17

0171-842-8000

LAYTONS

PAGE 03

From :

PHONE No. : 01716102001

Jun, 12 1998 12:23PM P03

..... Duly authorised for and on
behalf of SOS & CO

..... F. BRETHERTON

..... Duly authorised for and on behalf of
WINNCREST PARTNERS L.P

..... Duly authorised for and on behalf of
DYLE CONSULTANCY SERVICES
LIMITED

..... D. ASTOR

..... M.S. LAWSON

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..... M. HAY

..... D. BOULDER

..... Duly authorised for and on behalf of
IARRINAGA S.A.

..... J.P. TURBEN

..... Duly authorized for and on behalf of
AEON MANAGEMENT
ESTABLISHMENT


C. Suter

Duly authorised for and on behalf of
Baggy Nominees Limited.

02 - 07 - 98

20-JUL-1900

05:51

PRIORITY INVESTMENTS LTD.

0171 409 7089

P.03

Neil Senior
President

Duly authorized for and on behalf of
BLOCHORN CAPITAL INC

A. STEWART

A. ADENBUR

Duly authorized for and on behalf of
BAGGY NOMINEES LIMITED

Manoel Pinto
Gen. Mgr.

L. PINTO

02 - 07 - 98

From :

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Jun. 12 1998 10:59AM P03

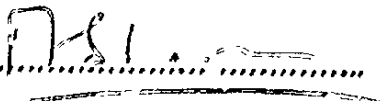
..... Duly authorised for and on
behalf of SOS & CO

..... F. BRETHERTON

..... Duly authorised for and on behalf of
WINDCREST PARTNERS L.P

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LARRINAGA S.A.

..... J.F. TURBEN

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AEON MANAGEMENT
ESTABLISHMENT

02 - 07 - 98

15-JUN-98 XIN 11:40

LONDON BUS SCHOOL

From :

PHONE No. : 01715102801

Jun. 12 1998 11:12AM P02

..... Duly authorized for and on
behalf of SOS & CO

..... F. BRETHERTON

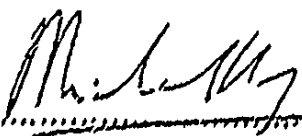
..... Duly authorized for and on behalf of
WINDCREST PARTNERS L.P

..... Duly authorized for and on behalf of
DYLE CONSULTANCY SERVICES
LIMITED

..... D. ASTOR

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..... D. HOULDER

..... Duly authorized for and on behalf of
LARRINAGA S.A.

..... J.F. TURBEN

..... Duly authorized for and on behalf of
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ESTABLISHMENT

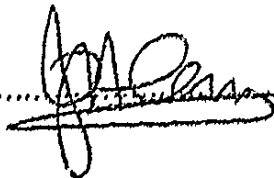
02 - 07 - 98

PHONE No. : 01716108941

.....
Duly authorised for and on
behalf of SOS & CO

..... F. BRETHERTON

.....
Duly authorised for and on behalf of
WINDCREST PARTNERS L.P



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Duly authorised for and on behalf of
DYLE CONSULTANCY SERVICES
LIMITED

..... D. ASTOR

..... M.S. LAWSON

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PINTO PARTNERS L.P.

..... M. HAY

..... D. HOULDER

.....
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LARRINAGA S.A.

..... J.P. TURBEN

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AEON MANAGEMENT
ESTABLISHMENT

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behalf of SOS & CO

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WINDCREST PARTNERS L.P

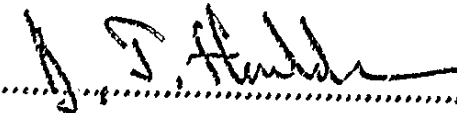
..... Duly authorised for and on behalf of
DYLE CONSULTANCY SERVICES
LIMITED

..... D. ASTOR

..... M.S. LAWSON

..... Duly authorised for and on behalf of
PINTO PARTNERS L.P.

..... M. HAY



..... D. HOULDER

..... Duly authorised for and on behalf of
LARRINAGA S.A.

..... J.P. TURBEN

..... Duly authorised for and on behalf of
AEON MANAGEMENT
ESTABLISHMENT

02 - 07 - 98

From :

PHONE No. : 01716102201

Jan. 12 1998 10:42AM F02

..... Duly authorised for and on ,
behalf of SOS & CO

..... F. BRETHERTON

..... Duly authorised for and on behalf of
WINDCREST PARTNERS LLP

..... Duly authorised for and on behalf of
DYLE CONSULTANCY SERVICES
LIMITED

.....  D. ASTOR

..... M.S. LAWSON

..... Duly authorised for and on behalf of
PINTO PARTNERS L.P.

..... M. HAY

..... D. HOULDER

..... Duly authorised for and on behalf of
LARRINAGA S.A.

..... J.F. TURBEN

..... Duly authorised for and on behalf of
AEON MANAGEMENT
ESTABLISHMENT

02 - 07 - 98

06/23/98 TUE 15:21 FAX 212 370 5638

UCC WINDCREST

PHONE No. : 01716108801

Jun. 23 1998 11:22AM P03

0003

..... Duly authorised for and on
behalf of SOS & CO

..... F. BRETHERTON

Robert J. Gellert

..... ROBERT J. GELLETT
A GENERAL PARTNER

..... Duly authorised for and on behalf of
WINDCREST PARTNERS L.P

..... Duly authorised for and on behalf of
DYLE CONSULTANCY SERVICES
LIMITED

..... D. ASTOR

..... M.S. LAWSON

..... Duly authorised for and on behalf of
PINTO PARTNERS L.P.

..... M. HAY

..... D. HOULDER

..... Duly authorised for and on behalf of
LARRINAGA S.A.

..... J.F. TURBEN

..... Duly authorised for and on behalf of
AEON MANAGEMENT
ESTABLISHMENT

06/23/98 TUE 04:47 [TX/RX NO 9124] 0004

02 - 07 - 98

From :

PHONE No. : 01716109801

Jun. 12 1998 11:01AM FCS

..... Duly authorised for and on
behalf of SOS & CO

..... F. BRETHERTON

..... Duly authorised for and on behalf of
WINDCREST PARTNERS L.P

..... Duly authorised for and on behalf of
DYLE CONSULTANCY SERVICES
LIMITED

..... D. ASTOR

..... M.S. LAWSON

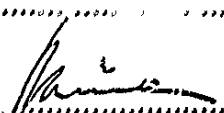
..... Duly authorised for and on behalf of
PINTO PARTNERS L.P.

..... M. HAY

..... D. HOULDER

..... Duly authorised for and on behalf of
LARRINAGA S.A.

..... J.F. TURBEN

..... 
Duly authorised for and on behalf of
AEON MANAGEMENT
ESTABLISHMENT

02-07-98

From :

PHONE No. : 01716102391

Jun. 12 1998 10:44AM PG2

Company No: 3370400

THE COMPANIES ACTS, 1985 AND 1980

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION
OF
INTERMIND LIMITED

Passed June 1998

We, the undersigned, being all the members of the Company for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by our duly authorised representatives) and pursuant to the articles of association hereby resolve that the following resolution be passed and agree that the same shall have effect as if passed as a special resolution at a general meeting duly convened and held:-

SPECIAL RESOLUTION

THAT subject to and with effect from the date on which the registrar of companies issues an altered certificate of incorporation the name of the Company be changed to Impartu Limited.

..... R. BARKEY

..... M.J. PINTO

Marcia Pinto

02 - 07 - 98

From :

PHONE No. : 01716102201

Jun. 12 1998 10:45AM P03

..... Duly authorised for and on
behalf of SOS & CO

..... B. BRETHERTON

..... Duly authorised for and on behalf of
WINDCREST PARTNERS LLP

..... Duly authorised for and on behalf of
DYLIS CONSULTANCY SERVICES
LIMITED

..... D. ASTOR

..... M.S. LAWSON

..... *Manish Pinto*
auth. Signature Duly authorised for and on behalf of
PINTO PARTNERS LLP.

..... M. HAY

..... D. HOULDER

..... *Manish Pinto*
auth. Signature Duly authorised for and on behalf of
LARUNAGA S.A.

..... J.B. TURBEN

..... Duly authorised for and on behalf of
AEON MANAGEMENT
ESTABLISHMENT

02 - 07 - 98

From :

FIGURE No. : 01716100001

Jan. 12 1998 10:40:44 PM

..... Duly authorized for and on behalf of
BICHORN CAPITAL INC.

..... A. STEWART

..... J. ABENSUR

..... Duly authorized for and on behalf of
BACCY NOMINEES LIMITED

..... *Marcus Pinto*
Auth. Signature

..... E. PINTO
[Signature]