

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3395582

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

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

Given at Companies House, Cardiff, the 14th April 1998



C03395582D

MRS. L. PARRY

For the Registrar of Companies



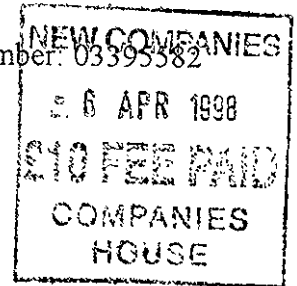
C O M P A N I E S H O U S E

HC006B



144.

Company Number: 03395382



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL and ELECTIVE RESOLUTIONS

- of -

BLECKMANN LIMITED

Passed 26 February 1998

Pursuant to the Articles of Association of the Company we, the undersigned, being the Sole Member entitled to receive notice of and to attend and vote at General Meetings of the Company hereby resolve by written resolution that the resolutions numbered 1, 2, 3, 4 and 5 below shall be passed as Elective Resolutions and the resolutions numbered 6 and 7 below shall be passed as Special Resolutions:-

ELECTIVE RESOLUTIONS

1. THAT the provisions of Section 80A of the Companies Act 1985 shall apply to the Company in substitution for the provisions of Sections 80(4) and 80(5) of that Act.
2. THAT the directors shall subject to the provisions of the Companies Act 1985 and the Articles of Association of the Company have authority in accordance with Section 80 and Section 80A of the Companies Act 1985 to allot up to 998 Ordinary Shares of £1.00 each in the capital of the Company at any time after the date hereof unless previously revoked or varied by ordinary resolution of the Company.
3. THAT pursuant to Section 252 of the Companies Act 1985 the Company shall dispense with the requirement to lay its annual accounts (including the directors reports and auditors reports) before the Company in general meeting in this and any

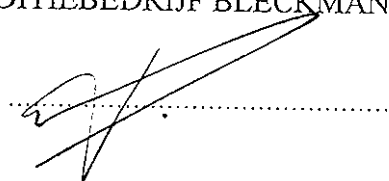
future financial years.

4. THAT pursuant to Section 366A of the Companies Act 1985 the Company shall dispense with the holding of annual general meetings in this and in future years.
5. THAT pursuant to Section 386 of the Companies Act 1985 the Company shall dispense with the obligation to appoint auditors annually and that Ernst & Young shall remain as auditors of the Company until the Company shall otherwise determine in general meeting.

SPECIAL RESOLUTIONS

6. THAT the name of the Company be changed to Bleckmann Distribution Limited.
7. THAT the regulations contained in the document attached hereto and initialled for the purpose of identification be and they are hereby adopted in substitution for and to the exclusion of all existing Articles of Association of the Company.

EXPEDITIEBEDRIJF BLECKMANN BV



DATED 26/2 / 1998