

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3405119

The Registrar of Companies for England and Wales hereby certifies that

PRECIS (1567) LIMITED

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

Fashoff UK Limited

Given at Companies House, London, the 19th November 1997



C03405119I

L. Barnes
MRS. L. BARNES

For The Registrar Of Companies



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



THE COMPANIES ACT 1985
and
THE COMPANIES ACT 1989
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
-of-
PRECIS (1567) LIMITED
(passed on 14th November 1997)

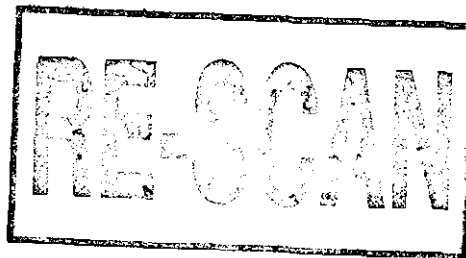
At an Extraordinary General Meeting of the Company held at Via Ceradini 11/A, Milan (Italy) on 14th November 1997 the following resolution was duly passed as a Special Resolution of the Company:-

SPECIAL RESOLUTION

THAT the name of the Company be changed to Fashoff UK Limited.

SECRETARY

For and on behalf of
OFFICE ORGANIZATION & SERVICES LIMITED



N/c £100//
CC 032678
S/DAT