

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3416148

The Registrar of Companies for England and Wales hereby certifies that

MIDDLEBAY PLC

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

AIRE VALLEY FINANCE PLC

Given at Companies House, London, the 16th September 1997



C03416148F

A handwritten signature in black ink, appearing to read 'L. Barnes'.

MRS. L. BARNES

For The Registrar Of Companies



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

Company No. 3416148



THE COMPANIES ACTS 1985 AND 1989

PUBLIC LIMITED COMPANY

SPECIAL RESOLUTION

of

MIDDLEBAY PLC

At an extraordinary general meeting of the Company held at 200 Aldersgate Street, London EC1A 4JJ on 16 September 1997 the following resolution was passed as a special resolution.

SPECIAL RESOLUTION

THAT the Company's name be changed to AIRE VALLEY FINANCE PLC.

A handwritten signature in black ink, appearing to read 'Mark Paul', written over a horizontal line.

CHAIRMAN

N/c £100//
NW 012756
S/DAY