

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3464985

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

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

Given at Companies House, Cardiff, the 3rd December 1997



C034649852

MRS. L. PARRY

For the Registrar of Companies



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

HC006B

THE COMPANIES ACTS 1985 AND 1989

AZTECEQUAL LIMITED
(Reg. No. 3464985)



WRITTEN RESOLUTIONS

We, the undersigned, being the sole member for the time being of the above-named Company entitled to receive notice of and to attend and vote at general meetings, hereby pass the following resolutions and agree that the said resolutions shall, pursuant to Article 53 of Table A to the Companies Act 1985 incorporated into the Articles of Association of the Company, for all purposes be as valid and effective as if the same had been passed, in the case of resolution 1, as a special resolution and in the case of resolution 2, as an ordinary resolution, at a general meeting of the Company duly convened and held.

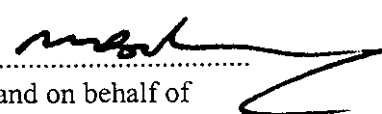
SPECIAL RESOLUTION

1. **THAT** the name of the Company be changed to "PanTherix Limited".


ORDINARY RESOLUTION

2. **THAT** each existing ordinary share of £1 each in the Company (both issued and authorised but unissued) be subdivided into 1000 ordinary shares of 0.1 p.

Date: 19/11/97


For and on behalf of
MERLIN EQUITY LIMITED

We hereby certify that
this is a true and complete
copy of the original.


Arnheim & Co.

