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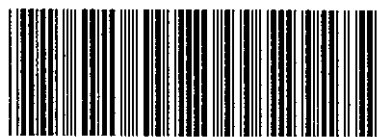
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3473878

The Registrar of Companies for England and Wales hereby certifies that
GAC NO. 106 LIMITED

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

Given at Companies House, Cardiff, the 26th March 1998



C03473878P

R. C. Edwards
R. C. EDWARDS

For the Registrar of Companies



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

HC006B

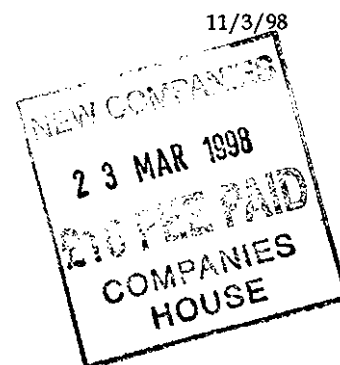
COMPANY NO: 3473878

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

GAC NO. 106 LIMITED

(to be renamed Interdependence Group Limited)



WRITTEN RESOLUTIONS OF THE SOLE MEMBER OF THE COMPANY PASSED
WITH EFFECT FROM THE DATE SHOWN BELOW PURSUANT TO SECTION
381A OF THE COMPANIES ACT 1985.

The following resolutions have been agreed to by the undersigned, being the sole member of the Company:-

Ordinary Resolutions

1. THAT the name of the Company be changed to "Interdependence Group Limited".
2. THAT:
 - 2.1. the 100 shares of £1 each in the capital of the Company be redesignated as Founder Shares of £1 each, having the rights and being subject to restrictions attaching to Founder Shares, as set out in the Articles of Association of the Company to be adopted pursuant to resolution 4 below;
 - 2.3. The authorised share capital of the Company be increased by the creation of:
 - 2.3.1. an additional 149,900 Founder Shares of £1 each;
 - 2.3.2. 100,000 "A" Ordinary Shares of £1 each; and
 - 2.3.3. 100,000 Cumulative Redeemable Preference Shares of £1 each;each having the rights and being subject to restrictions attaching to the respective shares, as set out in the Articles of Association of the Company to be adopted pursuant to resolution 4 below.

Special Resolutions

3. THAT:
 - 3.1 pursuant to and in accordance with section 80 of the Companies Act 1985, the Directors be generally and unconditionally authorised to exercise for the period of



3 months from the date when this resolution is passed all the powers of the Company to allot relevant securities up to an aggregate nominal amount equal to the authorised but unissued share capital of the Company (as augmented by resolution 2 above);

- 3.2 pursuant to such authority, the Directors may make an offer or agreement which would or might require relevant securities to be allotted after the expiry of such period;
- 3.3 words and expressions defined in or for the purposes of section 80 of the Companies Act 1985 shall have the same meanings in this resolution.
4. THAT the provisions of the Company's Memorandum of Association with respect to the statement of the Company's objects be altered by the deletion of clause 3 of such Memorandum and by the substitution, in place of such clause 3, of the clause 3 contained in the document attached to these resolutions and marked "A".
5. THAT the regulations contained in the document attached to these resolutions and marked "B" be approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, all existing Articles of Association of the Company.


.....
For and on behalf of
ABBEE DIRECTORS LIMITED

13/3/98
.....
Date