

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 3480229

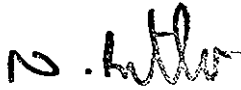
The Registrar of Companies for England and Wales hereby certifies that  
FIRMCLIP LIMITED

having by special resolution changed its name, is now incorporated  
under the name of  
DAVID HALSALL INTERNATIONAL HOLDINGS LIMITED

Given at Companies House, Cardiff, the 11th May 1998



\*C03480229A\*

  
N. BUTLER

For the Registrar of Companies



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

HC006B

WRITTEN RESOLUTION

OF

FIRMCLIP LIMITED

Company No: ~~3840229~~ 3480229

passed on 29/4/1998



We, the undersigned, being all the members for the time being of the above named Company entitled to attend and vote at general meetings thereof **HEREBY PASS** the following resolution as a special resolution of the Company as specified below pursuant to section 381A Companies Act 1985 and confirm that such resolution shall be as valid and effectual as if it had been passed at an extraordinary general meeting of the Company duly convened and held:

RESOLUTION

THAT:-

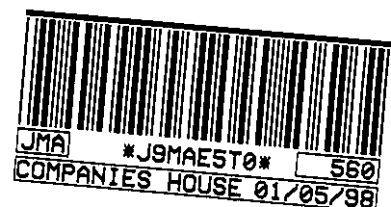
subject to and with effect from the date on which the registrar of companies issues an altered certificate of incorporation the name of the Company be changed to David Halsall International Holdings Limited.

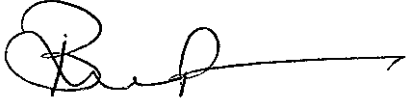
  
D.A. HALSALL

  
G.W. HALSALL

  
DAVID HALSALL EMPLOYEE BENEFIT TRUST

acting by its corporate trustee

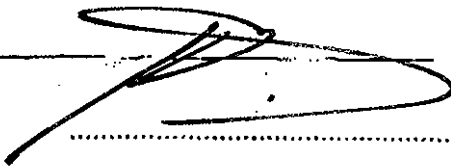
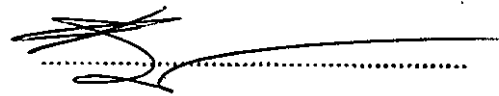


**ROYAL BANK OF CANADA TRUST COMPANY (JERSEY) LIMITED**

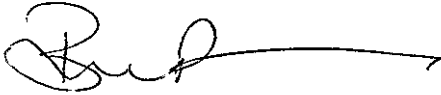
authorised signatory



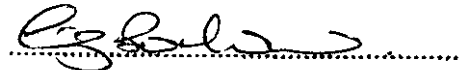
authorised signatory

**K.E. RAYNER****K.J. SIMPSON**

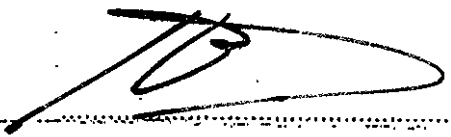
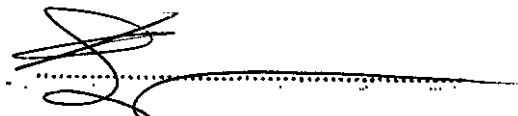
as trustees of the D.A. HALSALL LIFE INTEREST SETTLEMENT

**ROYAL BANK OF CANADA TRUST COMPANY (JERSEY) LIMITED**

authorised signatory



authorised signatory

**K.E. RAYNER****K.J. SIMPSON**

as trustees of the G.W. HALSALL LIFE INTEREST SETTLEMENT