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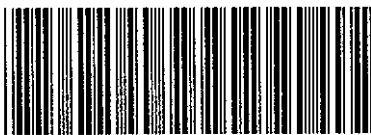
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3577415

The Registrar of Companies for England and Wales hereby certifies that
TRUSHELFCO (NO. 2389) LIMITED

having by special resolution changed its name, is now incorporated
under the name of
NCP SOUTH ENGLAND LIMITED

Given at Companies House, Cardiff, the 24th June 1998



C03577415N

R. C. Edwards
R. C. EDWARDS

For the Registrar of Companies



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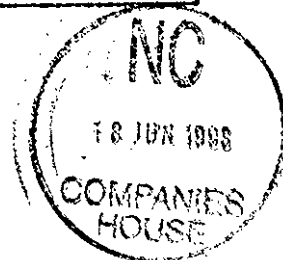
THE COMPANIES ACT 1985 (AS AMENDED)

Company limited by shares

RESOLUTIONS

of

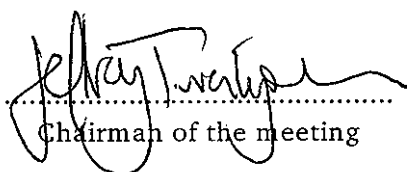
TRUSHELFCO (NO. 2389) LIMITED



At an Extraordinary General Meeting of the above-named Company duly convened and held on 8th June 1998 the following resolutions were passed, resolution 1, as a special resolution and resolutions 2 and 3 as ordinary resolutions:

RESOLUTIONS

1. That the name of the Company be changed to NCP South England Limited.
2. That the authorised share capital of the Company be increased to One Thousand pounds (£1,000) by the creation of 900 additional Ordinary Shares of one pound (£1) each.
3. That in addition to any existing such authority, pursuant to section 80 of the Companies Act 1985, the directors be and they are hereby authorised generally and unconditionally to allot relevant securities (as defined in section 80 of the Companies Act 1985) up to an aggregate nominal amount of Nine Hundred pounds (£900) provided that this authority, unless renewed, shall expire on the date five years from the date on which this resolution is passed save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot the relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.


Chairman of the meeting



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SLAUGHTER AND MAY
35 BASINGHALL STREET
LONDON EC2V 5DB