

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3608447

The Registrar of Companies for England and Wales hereby certifies that

MICAP LIMITED

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

MICAP DEVELOPMENTS LIMITED

Given at Companies House, Cardiff, the 16th January 2003



C03608447F



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

238936

COMPANIES ACT 1985 AND 1989

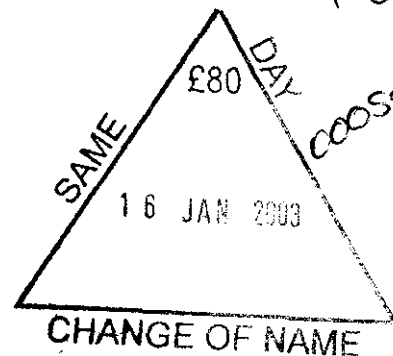
COMPANY LIMITED BY SHARES

MICAP LIMITED

(Registered in England and Wales No 03608447)

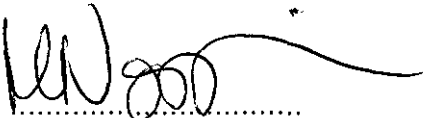
WRITTEN RESOLUTION

(dated 13 January 2003)



Pursuant to the authority given by regulation 53 contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (which regulation applies to Micap Limited (the "Company") pursuant to Article 1 of the Articles of Association of the Company, all the members of the Company entitled to attend and vote at a general meeting of the Company, passed the following resolution as a written resolution of the Company on 13 January 2003, to have effect as if passed as a special resolution at a general meeting of the Company duly convened and held:-

"THAT the name of the Company be changed to "Micap Developments Limited"."


.....
Director

R/o. Ashton Hse
1 The Parks
Lodge Lane
Newton Le Willows
Merseyside
WA12 0JQ



