

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3646143

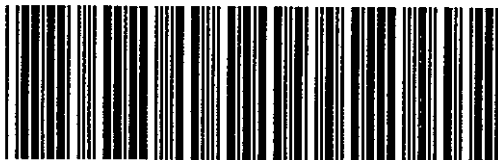
The Registrar of Companies for England and Wales hereby certifies that

OCEAN DESIGN (EUROPE) LIMITED

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

OCEAN DESIGN EUROPE LIMITED

Given at Leeds, the 18th May 1999



C03646143H

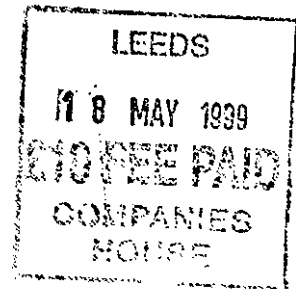
Carol Walker
CAROL WALKER

For The Registrar Of Companies



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

Company Number 3646143



THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN SPECIAL RESOLUTION OF THE MEMBERS OF

OCEAN DESIGN (EUROPE) LIMITED

We, the undersigned Ross McKenzie Clark and Andrew Uprichard, being all the members for the time being of the above-named Company entitled to receive notice of and to attend and vote at a General Meeting of the Company hereby resolve that the following resolution be hereby passed as a Special Resolution of the Company:-

Special Resolution

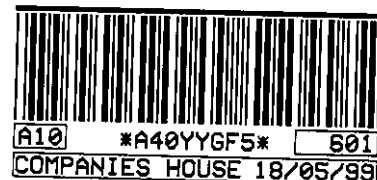
That the name of the Company be and it is hereby changed to "OCEAN DESIGN EUROPE LIMITED".

Dated this 18th day of May 1999

As attorney for
Ross McKenzie Clark

Andrew Uprichard

OCEAN DESIGN INC



MR 40-41-07
E100 055270