

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3670280

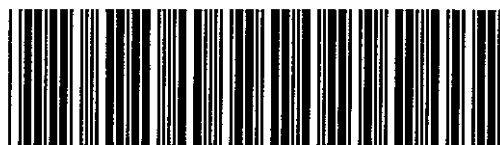
The Registrar of Companies for England and Wales hereby certifies that

SEWLINK LIMITED

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

SCOTAIRLINES LIMITED

Given at Companies House, London, the 14th January 1999



C03670280D


L. CONNELLY

For The Registrar Of Companies



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

ACG.360 13.01.99

Company Number 3670280



COMPANIES ACT 1985

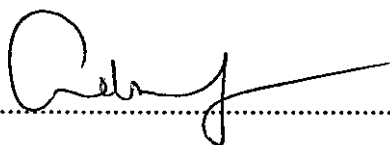
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

SEWLINK LIMITED

I being the holder of the only issued shares in the capital of the above Company HEREBY RESOLVE as a Special Resolution that the name of the Company be changed to ScotAirlines Limited.


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Dated: 13 January 1999

N/C
£500 S/S
HARRIS & CO
004515
S/DAY