

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3672282

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

having by special resolution changed its name, is now incorporated
under the name of
BETTER METHODS EUROPE LIMITED

Given at Companies House, Cardiff, the 22nd December 1998



C03672282L



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC006B

Special Resolution of
GIBWIN CONSULTING LIMITED

Company No:
3672282

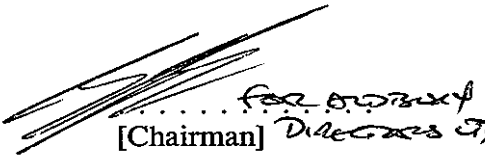
Passed:
23 November 1998

The Companies Acts 1985 and 1989

At an Extraordinary General Meeting of the above-named Company duly convened and held at TERNION COURT, 264 - 268 UPPER FOURTH STREET, CENTRAL MILTON KEYNES, BUCKS, ENGLAND on 23 November 1998 at 12.00 the following Resolution was duly passed as a Special Resolution.

Resolution

"That the name of the Company be changed to BETTER METHODS EUROPE LIMITED."


[Chairman]

23/11/98
[Date]



Hartdown Limited.

