

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3674373

The Registrar of Companies for England and Wales hereby certifies that
EVER 1065 LIMITED

having by special resolution changed its name, is now incorporated
under the name of
CARR HILL DISTRIBUTION LIMITED

Given at Companies House, Cardiff, the 18th March 1999



C03674373H



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC006B



Company No: 3674373

WRITTEN RESOLUTION

- OF -

EVER 1065 LIMITED

Dated the 5th day of March 1999

I, the undersigned, being the sole member of the Company hereby pass the following resolutions as Ordinary and Special resolutions of the Company pursuant to section 381A of the Companies Act 1985 and confirm that such resolutions shall be as valid and effective as if they had been passed at an Extraordinary General Meeting of the Company duly convened and held:-

ORDINARY RESOLUTIONS

- 1 That the 1 issued ordinary share of £1.00 in the capital of the Company be and the same is sub-divided and redesignated into 100 "A" ordinary shares of £0.01 each possessing the rights and privileges contained in the articles of association of the Company as proposed to be adopted by Special Resolution number 6 below.
- 2 That the 999 unissued ordinary shares of £1.00 each in the capital of the Company be and the same are hereby sub-divided and redesignated into 99,900 "A" ordinary shares of £0.01 each possessing the rights and privileges in the articles of association of the Company as proposed to be adopted by Special Resolution number 6 below.
- 3 That the authorised share capital of the Company be and is hereby increased from £1,000 divided into 100,000 "A" ordinary shares of £0.01 each to £4,000,000 divided into 200,000,000 "A" ordinary shares of £0.01 each and 200,000,000 "B" ordinary shares of

£0.01 each by the creation of a further 199,900,000 "A" ordinary shares of £0.01 and 200,000,000 "B" ordinary shares of £0.01 each.

- 4 For the purposes of Section 80 of the Companies Act 1985 the directors be and are hereby generally and unconditionally authorised to allot relevant securities (as defined by that Section) up to a maximum nominal value of the authorised (as increased by the preceding resolution) but as yet unissued share capital of the Company provided that this authority shall expire five years after the passing of this resolution.

SPECIAL RESOLUTIONS

- 5 The Directors (being generally authorised by resolution number 4 above for the purposes of section 80 of the Companies Act 1985) be and they are hereby unconditionally empowered pursuant to Section 95 of the Companies Act 1985 to allot or agree to allot 199,999,900 "A" ordinary shares of £0.01 each and 200,000,000 "B" ordinary shares of £0.01 each in the capital of the Company and that the provisions of Sections 89 and 90 of the Companies Act 1985 shall not apply to any such allotment or agreement to allot Provided that this authorisation shall expire five years after the passing of this Resolution.
- 6 THAT the regulations contained in the printed document put before the Meeting and for the purpose of identification signed by the Chairman of the Meeting be approved and adopted as the Articles of Association of the Company in substitution for and to the complete exclusion of the existing Articles of Association of the Company.
- 7 THAT the Memorandum of Association of the Company be amended by the addition of the following wording as a new clause 3.1 as follows:-
- "to carry on the business of a property holding company in all its branches".
- 8 THAT the name of the Company be changed to :-

165816

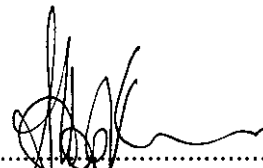
"Carr Hill Distribution Limited".

NAME

ADDRESS

Everdirector Limited

Sun Alliance House
35 Mosley Street
Newcastle-upon-Tyne
NE1 1XX


.....
(duly authorised representative)

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

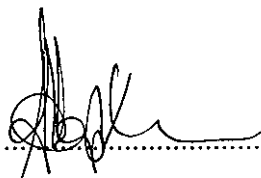
EVER 1065 LIMITED

Passed the 5th day of March 1999

I, the undersigned, being the sole member of the Company entitled to attend and vote at an extraordinary general meeting of the Company hereby pass the following resolution as a special resolution of the Company pursuant to Section 381A of the Companies Act 1985 and confirm that such resolution shall be as valid and effective as if it had been passed at an extraordinary general meeting of the Company duly convened and held:-

SPECIAL RESOLUTION

THAT Article 3.5 of the Company's Articles of Association be disapplied so as to permit the directors of the Company to issue 150 "A" ordinary shares of £0.01 each and 250 "B" ordinary shares of £0.01 each in the capital of the Company.


.....

duly authorised representative of
Everdirector Limited

5 March 1999

