

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3678523

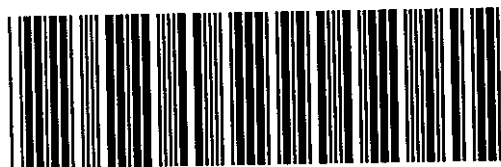
The Registrar of Companies for England and Wales hereby certifies that

SCENTENTER LIMITED

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

Phoenix Private Equity Limited

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



C03678523L

A handwritten signature in black ink, appearing to read 'J Mayne'.

MR J MAYNE

For The Registrar Of Companies



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

THE COMPANIES ACTS 1985 to 1989



Company Number 3678523

SPECIAL RESOLUTION OF SCENTENTER LIMITED

We, the undersigned, INSTANT COMPANIES LIMITED and SWIFT INCORPORATIONS LIMITED, being all the members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolution as a Special Resolution and agree that the said resolution shall, pursuant to Clause 53 in Table A (which clause is embodied in the Articles of Association of the Company) or pursuant to any applicable rule of law, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

It is resolved:

That the name of the Company be changed to Phoenix Private Equity Limited

Date: 21st December 1998

A handwritten signature in black ink, appearing to be "P. M. ...", written over a dotted line.

(AUTHORISED SIGNATORY OF INSTANT COMPANIES LIMITED)

A handwritten signature in black ink, appearing to be "V. M. ...", written over a dotted line.

(AUTHORISED SIGNATORY OF SWIFT INCORPORATIONS LIMITED)

5/01/2000
N/C
133 731406

Jordans Limited
20-22 Bedford Row
London WC1R 4JS
Ref: 3B9887