

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

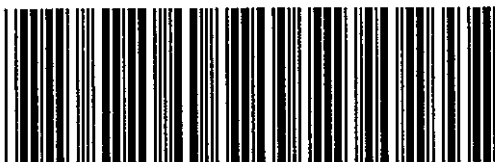
Company No. 3679712

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

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

TU AUSTRALIA HOLDINGS NO. 2 LIMITED

Given at Companies House, London, the 11th February 1999



C03679712A

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

11/2/99



Private & Confidential

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

Roidtrade Limited
(Company number 3679712)



Passed 26 January 1999

The undersigned being the sole shareholder in the issued Share Capital of the Company, hereby consents to the passing of the following Special Resolutions as Written Resolutions.

THAT:

Special Resolutions

- 1 The directors of the Company be and are hereby generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot relevant securities up to an aggregate nominal amount of £1,000 during the period commencing on the date of the passing of this Resolution and expiring on 25 January 2004 but so that this authority shall allow the Company to make before such expiry offers or agreements which could or might require relevant securities to be allotted after such expiry and notwithstanding such expiry the directors of the Company may allot relevant securities in pursuance of such offers or agreements.
- 2 The directors of the Company be and they are hereby empowered pursuant to section 95 of the Act to allot equity securities pursuant to any authority given in accordance with section 80 of the Act as if section 89(1) of the Act did not apply to any such allotment.

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- 3 The name of the Company be changed to TU Australia Holdings No. 2 Limited.

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for and on behalf of
TU International Holdings Limited