

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

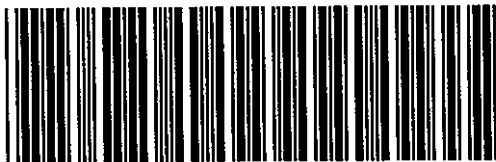
Company No. 3691959

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

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

NEPCO UK LIMITED

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



C03691959A


MR J MAYNE

For The Registrar Of Companies



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

Company No. 3691959

THE COMPANIES ACTS 1985 AND 1989



PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING

of

STORMFORD LIMITED

Clifford Chance Nominees Limited, being the sole member of the Company who at the date of this resolution is entitled to attend and vote at a general meeting of the Company, RESOLVES, in accordance with section 381A of the Companies Act 1985 to pass the following special resolution, AS FOLLOWS:

THAT the Company's name be changed to NEPCO UK LIMITED.

Signature: _____

A handwritten signature in dark ink, appearing to read 'M. E. Richards'.

M E Richards

for and on behalf of

Clifford Chance Nominees Limited

Date: 11 March 1999

S/DAY £100
N/C
NW 01919 C