

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3699814

The Registrar of Companies for England and Wales hereby certifies that
CONTINENTAL SCENE PLC

having by special resolution changed its name, is now incorporated
under the name of
HALEWOOD INTERNATIONAL HOLDINGS PLC

Given at Companies House, Cardiff, the 11th August 1999



C03699814A



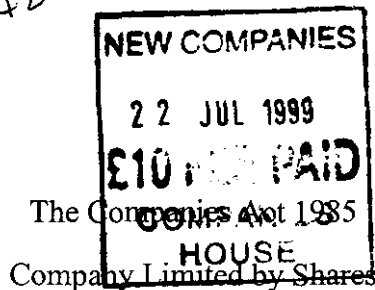
THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC006B

004245
Company no 3699814

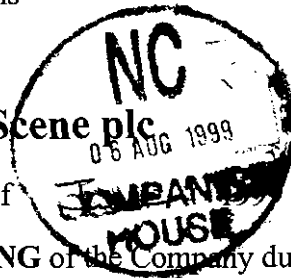


Resolutions

of

Continental Scene plc

Passed the 30th day of



At an **EXTRAORDINARY GENERAL MEETING** of the Company duly convened and held on the above date the following resolutions were duly passed as **ORDINARY** and **SPECIAL RESOLUTIONS** of the Company accordingly in each case:

ORDINARY RESOLUTIONS

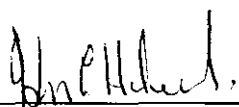
1. **THAT** the authorised share capital of the Company be and it is hereby increased from £50,000 to £90,000 by the creation of 40,000 Ordinary shares of £1 each, such shares to carry the rights as set out in the Articles of Association of the Company ("the Articles") and to rank pari passu in all respects with the Ordinary shares of the Company currently in issue.
2. **THAT** the Directors of the Company be and they are hereby authorised generally and unconditionally to exercise all powers of the Company pursuant to Section 80 of the Companies Act 1985 ("the Act") to allot relevant securities (as defined by Sub-section (2) of that Section) up to an aggregate nominal value equal to £90,000 of the authorised but unissued share capital of the Company immediately following the passing of this Resolution, **PROVIDED THAT** this authority, unless renewed, shall expire on the day before the fifth anniversary of the passing of this Resolution save, that the Company may before such authority expires make any offer, agreement or arrangement which would or might require relevant securities to be allotted after such authority expires and the Directors may allot the relevant securities, in pursuance of any such offer, agreement or other arrangement as if the authority conferred hereby had not expired.

SPECIAL RESOLUTIONS

3. **THAT** the name of the Company be changed to **Halewood International Holdings plc**
4. **THAT** in accordance with Section 95 of the Companies Act 1985 ("the Act"), Section 89(1) of the Act shall not apply to the allotment of equity securities pursuant to the authority

given for the purposes of Section 80 of that Act in Resolution 2 above and the Directors may allot, grant options over or otherwise dispose of such shares as set out in Resolution 2 above.

5. THAT the Memorandum and Articles of Association, copies of which are produced to the meeting and initialled for the purpose of identification by the Chairman, be adopted as the Memorandum and Articles of Association of the Company to the exclusion of and in substitution for the existing Memorandum and Articles of Association of the Company.



Chairman