

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3720782

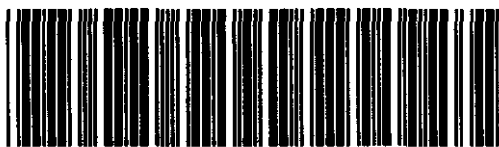
The Registrar of Companies for England and Wales hereby certifies that

POLARCLOSE LIMITED

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

REBUS RESOURCING LIMITED

Given at Companies House, London, the 30th September 1999



C03720782T

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

Company No. 3720782

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES



RESOLUTION IN WRITING

of

POLARCLOSE 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, RESOLVE, in accordance with section 381A of the Companies Act 1985, AS FOLLOWS:

SPECIAL RESOLUTION IN WRITING

THAT the Company's name be changed to REBUS RESOURCING LIMITED.

The written resolution above takes effect as a special resolution.

SIGNATURE:

Kathy TG
for and on behalf of Clifford Chance Nominees Limited

DATE:

30 SEPTEMBER 1999

S/DA 2100

N/C

NW 022647