

FILE COPY



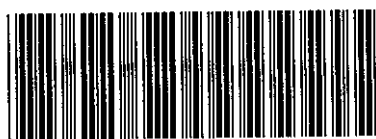
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3731111

The Registrar of Companies for England and Wales hereby certifies that
PINCO 1200 LIMITED

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

Given at Companies House, Cardiff, the 9th April 1999



C037311118



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC006B

119560

Not used
119560 & 10

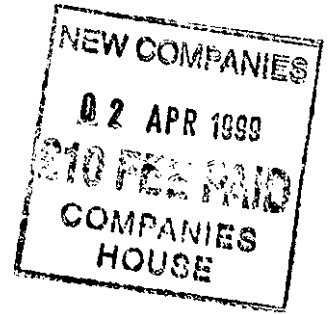
CERTIFIED TO BE A TRUE AND COMPLETE
COPY OF THE ORIGINAL
DATED THIS 31ST DAY OF MARCH 1999

Pinsent Curtis
PINSENT & CURTIS
LEEDS LS1 2NS

COMPANIES ACTS

WRITTEN RESOLUTION

OF

PINCO 1200 LIMITEDCOMPANY NUMBER: 3731111

I, the undersigned, being the sole member of the above company, for the time being entitled to attend and vote at General Meetings, hereby pass the following resolution and agree that the said resolution shall 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.

THAT the name of the Company be changed to MCG EUROPE LIMITED

<u>Date</u>	<u>Signature</u>	<u>Name of Shareholder</u>	<u>Number of Shares</u>
31-3-99	For & on behalf of PINSENT CURTIS DIRECTOR LIMITED <i>[Signature]</i> Director/Secretary	Pinsent Curtis Director Limited	1

