

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3738674

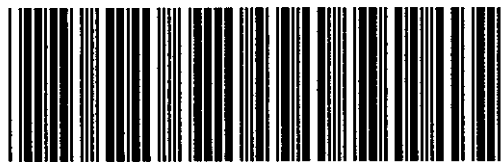
The Registrar of Companies for England and Wales hereby certifies that

GAC NO. 156 LIMITED

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

ABBOTT (UK) HOLDINGS LIMITED

Given at Companies House, London, the 27th May 1999



C03738674Q

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 Number: 3738674



THE COMPANIES ACT 1985 TO 1989

COMPANY LIMITED BY SHARES

GAC NO. 156 LIMITED

WRITTEN RESOLUTION PASSED BY SOLE MEMBER

The following resolution has been agreed to by the undersigned, being the sole member of the company:

THAT the name of the Company be changed to Abbott (UK) Holdings Limited.

Signed Abbott for and on behalf of Abbey Directus Limited

26-5-99
Date

S/DAY £100

N/C

TRBOS 004001