

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3829462

The Registrar of Companies for England and Wales hereby certifies that

OPUS DIRECT MARKETING LIMITED

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

OPUS TRUST MARKETING LIMITED

Given at Companies House, London, the 9th November 2001



C038294628

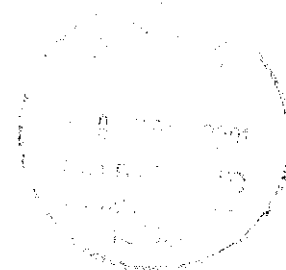

L. CONNELLY

For The Registrar Of Companies



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

N/C E80
NW
106057
Story
No: 3829462



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

OPUS DIRECT MARKETING LIMITED (the "Company")

WRITTEN RESOLUTION

The following written resolution is hereby passed on 8 November 2001 by Opus Trust Limited, being the sole member of the Company entitled to vote at a general meeting of the Company, such resolution having the effect of a special resolution of the Company passed in general meeting.

SPECIAL RESOLUTION

That the name of the Company be changed to:

OPUS TRUST MARKETING LIMITED

.....
for and on behalf of
Opus Trust Limited

