

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3837152

The Registrar of Companies for England and Wales hereby certifies that
INTERCEDE 1483 LIMITED

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

Given at Companies House, Cardiff, the 3rd November 1999



C038371522



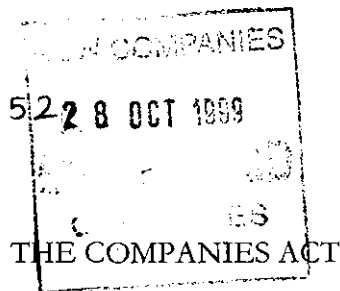
THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC006B

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050346
Registered Number: 38371522 8 OCT 1999



INTERCEDE 1483 LIMITED

PRIVATE COMPANY LIMITED BY SHARES

SOLE MEMBER'S DECISION
PURSUANT TO SECTION 382B
COMPANIES ACT 1985 (the "Act")

The following is a written record pursuant to section 382B of the Act of a decision of the sole member of the Company to pass a Special Resolution which has effect as if agreed by the Company in general meeting:-

SPECIAL RESOLUTION

That the name of the Company be changed to: **BOOMER LIMITED**

Sole Member:

.....*W. Warner*.....
as authorised representative for
Mitre House Nominees Limited

Date: 27 / 10 / 99