

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4034645

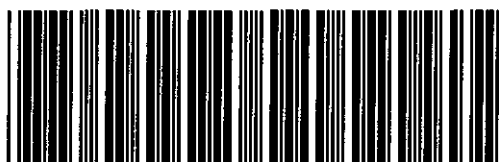
The Registrar of Companies for England and Wales hereby certifies that

AIROW PLC

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

MERCHANT HOUSE GROUP PLC

Given at Companies House, London, the 22nd October 2002



C04034645L



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

Co No: 4034645

RESOLUTION OF AIROW PLC (the "Company")

Passed 22nd October 2002

At an Extraordinary General Meeting of the members of the Company held at One Portland Place on the 22nd day of October 2002 the following special resolution was duly passed, namely:-

SPECIAL RESOLUTION

That the Company changes its name to Merchant House Group plc



Chairman

