

FILE COPY



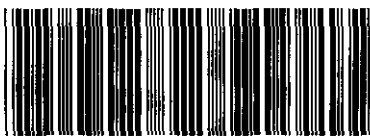
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4373761

The Registrar of Companies for England and Wales hereby certifies that
INGLEBY (1486) LIMITED

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

Given at Companies House, Cardiff, the 20th May 2002



C04373761J



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B

10 7227

Company Number: 4373761

THE COMPANIES ACT 1985
(as amended by the Companies Act 1989)

PRIVATE COMPANY LIMITED BY SHARES

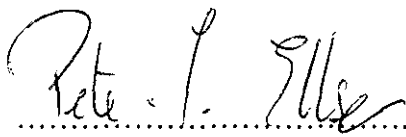
WRITTEN RESOLUTION

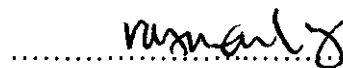
OF

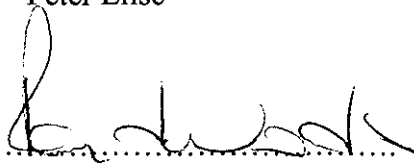
INGLEBY (1486) LIMITED

We, being all the members entitled to attend and vote at general meetings of the Company, hereby resolve that the following Resolution is passed as a Written Resolution pursuant to Section 381A Companies Act 1985 and the Resolution to have effect as a Special Resolution:

THAT the name of the Company be changed from 'Ingleby (1486) Limited' to 'TTS Group Limited'


Peter Ellse


Raymond Griffiths


Raymond Woods

Dated... 22 April 2002

