

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 5156297

The Registrar of Companies for England and Wales hereby certifies that
FOOT CARE + RECRUITMENT LIMITED

having by special resolution changed its name, is now incorporated
under the name of
FOOTCARE + RECRUITMENT LIMITED

Given at Companies House, Cardiff, the 15th October 2004



C05156297E

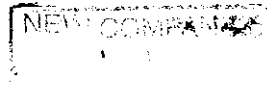


THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

Company Number: 5156297



14 OCT 2004 162754110

The Companies Act 1985-1989

SPECIAL RESOLUTION

of

FOOT CARE + RECRUITMENT LIMITED

Passed on 6th October 2004

A special resolution passed by the members pursuant to section 381A of the Companies Act 1985, which may have been taken by the Company in General Meeting and which has effect as if taken by the Company in General Meeting.

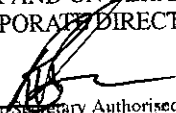
RESOLUTION

THAT pursuant to section 28(1) of the Companies Act 1985 the
name of the Company be changed to

FOOTCARE + RECRUITMENT LIMITED

Members

FOR AND ON BEHALF OF
ACRE (CORPORATE DIRECTOR) LIMITED


Director/Secretary Authorised Signatory

Signed by all Members entitled to attend and vote at a general meeting



CREATIVITY ENTHUSIASM ENERGY VISION

H.W. Fisher & Company
Chartered Accountants

Acre House, 11-15 William Road, London NW1 3ER
Telephone 020-7388 7000 . Facsimile 020-7380 4900



A06
COMPANIES HOUSE

0364
14/10/04