

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4109

The Registrar of Companies for Scotland hereby certifies that

NFC SCOTLAND LIMITED

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

EXEL SCOTLAND LIMITED

Given at Companies House, Edinburgh, the 10th August 2000



CSC0041099



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

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

COMPANY NUMBER: 4109

NFC SCOTLAND LIMITED

The Companies Act 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION OF

NFC SCOTLAND LIMITED

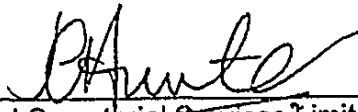
(Pursuant to Section 378 of the Companies Act 1985)

Passed on 31 July 2000

AT AN EXTRAORDINARY GENERAL MEETING of the above noted company, duly convened and held at Ocean House, The Ring, Bracknell on 31 July 2000 the following resolution was passed as a SPECIAL RESOLUTION:

SPECIAL RESOLUTION

"THAT the name of the Company be changed to
Exel Scotland Limited"


Exel Secretarial Services Limited
Company Secretary

