

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 6624

The Registrar of Companies for Scotland hereby certifies that

ANI EDGAR ALLEN LIMITED

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

EDGAR ALLEN LIMITED

Given at Companies House, Edinburgh, the 21st October 1999

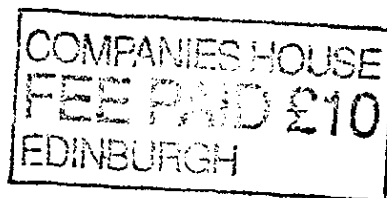


CSC006624K



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

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



Company No: SCO6624

The Companies Act 1985

Company Limited by Shares

Written Resolution

of

ANI EDGAR ALLEN LIMITED (the "Company")

I, the undersigned being the sole member of the Company for the time being entitled to receive notice of and attend and vote at a general meeting of the Company hereby pass the following resolution as a special resolution of the Company pursuant to section 381A of the Companies Act 1985 and confirm that such resolution shall be as valid and effective as if it had been passed at an Extraordinary General Meeting of the Company duly convened and held:-

SPECIAL RESOLUTION

THAT the name of the Company be changed to "Edgar Allen Limited"

Signature

.....
for and on behalf of The ANI Corporation (UK) Limited

Date

..... 7 OCTOBER 1999

