



CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME
AND RE-REGISTRATION OF A PRIVATE COMPANY
AS A PUBLIC COMPANY

Company No. 32434

The Registrar of Companies for Scotland hereby certifies that

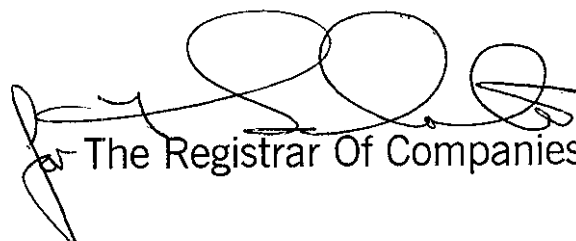
SEMPLE & COCHRANE, LIMITED

formerly registered as a private company having changed its name and having this day been re-registered under the Companies Act 1985 as a public limited company is now incorporated under the name of

SEMPLE COCHRANE PLC

and that the company is limited.

Given at Companies House, Edinburgh, the 25th November 1996


for The Registrar Of Companies

