



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 118786

The Registrar of Companies for Scotland hereby certifies that

ELECTRA FLEMING GENERAL PARTNER B' LIMITED

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

ELECTRA GENERAL PARTNER 'B' LIMITED

Given at Companies House, Edinburgh, the 28th July 1999

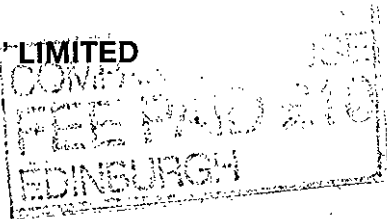


CSC118786R



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

ELECTRA FLEMING GENERAL PARTNER 'B' LIMITED
(Company Number: 118786)



A Private Company Limited by Shares under the Companies Act 1985 (As amended)

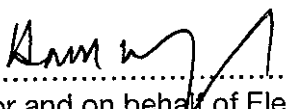
Written Resolution

Pursuant to Section 381A of the Companies Act 1985 (as amended) we the undersigned, being all the members of the Company who at the date of this resolution are entitled to attend and vote at a general meeting of the Company, hereby resolve:

THAT the name of the Company be changed to:

ELECTRA GENERAL PARTNER 'B' LIMITED

Dated this 20th day of July 1999


.....
For and on behalf of Electra Fleming Holdings Limited
Shareholder


.....
P J Dyke
Shareholder

Jkr/nameres/20/07/99

