

THE COMPANIES ACTS 1985 TO 1989

Private company limited by shares

SALTIRE NUMBER FORTY NINE LIMITED

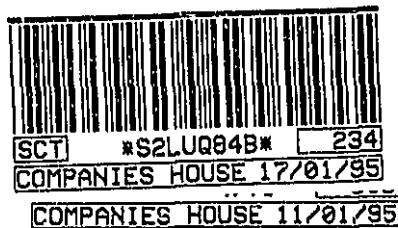
(registered in Scotland number 153917)

Pursuant to a written resolution signed by all the members of Saltire Number Forty Nine Limited ("the Company") and dated 6th January 1995, the following resolution was passed as a special resolution of the Company:-

SPECIAL RESOLUTION

"THAT the Name of the Company be changed to "3e Europe Limited"

.....
Company Secretary



08-01-1995 16:26

0582631052

T.O. YOUNG

P.03

THE COMPANIES ACTS 1985 TO 1989

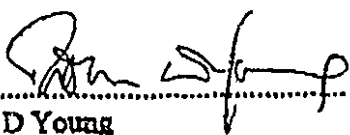
Private company limited by shares

SALTIRE NUMBER FORTY NINE LIMITED

(registered in Scotland number 153917)

WE, the undersigned, being all the members for the time being of Saltire Number Forty Nine Limited ("the Company") HEREBY RESOLVE

"THAT the Name of the Company be changed to "3e Europe Limited"

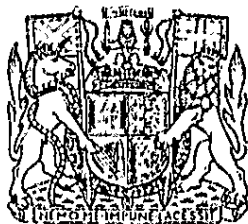

T D Young


P G Wilson

Dated this 6th day of January 1995



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 153917

The Registrar of Companies for Scotland hereby certifies that

SALTIRE NUMBER FORTY NINE LIMITED

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

3e Europe Limited

Given at Companies House, Edinburgh, the 23rd January 1995

J. HENDERSON

Registrar Of Companies



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