



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 187484

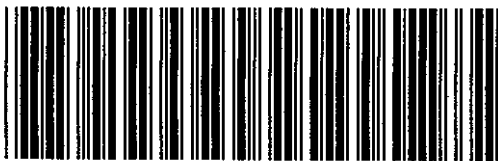
The Registrar of Companies for Scotland hereby certifies that

SONGBRAND LIMITED

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

MCBAINS COOPER CORMACK LIMITED

Given at Companies House, Edinburgh, the 23rd September 1998



CSC187484M

DIANNE BROOKS

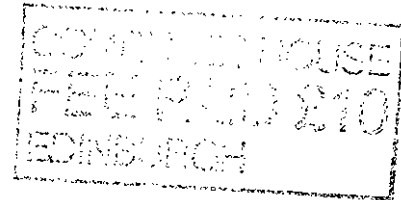
Registrar Of Companies



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

THE COMPANIES ACTS 1985 to 1989

COMPANY NUMBER SC187484



SPECIAL RESOLUTION OF

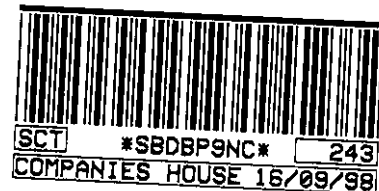
SONGBRAND LIMITED

We, the undersigned, JORDANS (SCOTLAND) LIMITED and OSWALDS OF EDINBURGH LIMITED, being all the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolution as a Special Resolution and agree that the said resolution shall, pursuant to Clause 53 in Table A (which Clause is embodied in the Articles of Association of the Company) or pursuant to any applicable rule of law, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

It is resolved:

That the name of the Company be changed to:-

MCBAINS COOPER CORMACK LIMITED



Date 3rd August 1998.

Signed Gillian Kees
(Authorised Signatory of JORDANS (SCOTLAND) LIMITED)

Signed Gillian Kees.
(Authorised Signatory of OSWALDS OF EDINBURGH LIMITED)