

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 187484

The Registrar of Companies for Scotland hereby certifies that

MCBAINS COOPER CORMACK LIMITED

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

MCBAINS COOPER (SCOTLAND) LIMITED

Given at Companies House, Edinburgh, the 22nd February 2001



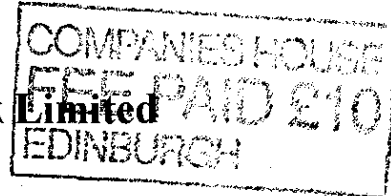
CSC187484L



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

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

McBains Cooper Cormack Limited



Company No:
SC187484

The Companies Acts 1985 and 1989

We, the undersigned, 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 section 381A of the Companies Act 1985 as amended by the Companies Act 1989, 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.

Special Resolution

"That the name of the Company be changed to McBains Cooper (Scotland) Limited."

A D Cormack

Dated... 7/2/01...

M L Ritchie

Dated... 7/2/01...



SCT	SH81BYD4	1767
COMPANIES HOUSE		22/02/01
COMPANIES HOUSE		19/02/01