

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3484815

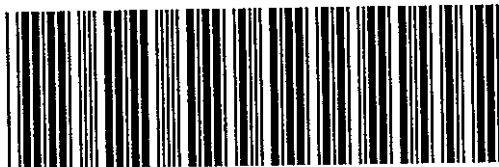
The Registrar of Companies for England and Wales hereby certifies that

LIBRACORP LIMITED

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

BH12 LIMITED

Given at Manchester, the 9th September 1998



C034848158

F. Grachev

For The Registrar Of Companies



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

Company No. 3484815

THE COMPANIES ACTS 1985 AND 1989

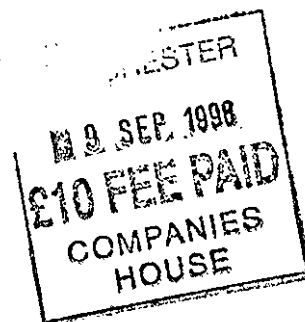
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

LIBRACORP LIMITED

(the "Company")



Pursuant to section 381A of the Companies Act 1985 (the "Act"), the following resolutions are hereby passed (in the cases of resolutions 1 and 2) as ordinary resolutions and (in the case of resolution 3) as a special resolution:

Ordinary resolutions

1. THAT the authorised share capital of the Company be increased from £1,000 divided into 1,000 ordinary shares of £1.00 nominal value to £1,000,000,000 divided into 1,000,000,000 ordinary shares of £1.00 nominal value by the creation of 999,999,000 ordinary shares of £1.00 nominal value, such new ordinary shares to rank equally in all respects with the existing ordinary shares in the Company and having the respective rights set out in the Articles of Association of the Company.
2. THAT, in substitution for any existing authority under that section, the directors of the Company be and are hereby generally and unconditionally authorised for the purposes of section 80 of the Act to exercise all the powers of the Company to allot and make offers or agreements to allot relevant securities (as defined by section 80(2) of the Act) up to an aggregate nominal amount of £999,999,998 for a period of five years from the date of the passing of this resolution (and to make an offer or agreement that would or might require allotment of such securities after the expiry of such period).

Special resolution

3. THAT the name of the Company be changed from Libracorp Limited to BHI2 Limited.

Signed by, or by duly authorised representatives on behalf of, all members of the Company who as at the date of these resolutions would be entitled to attend and vote at a general meeting had the resolutions been put to such a meeting.

.....
for and on behalf of BTP plc

A handwritten signature in black ink, appearing to be "K. Hargreaves", written over a dotted line.

DATED: 7 September 1998

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£200/9008