

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 205501

The Registrar of Companies for Scotland hereby certifies that

M M & S (2628) LIMITED

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

FRANZ LIMITED

Given at Companies House, Edinburgh, the 26th April 2000



CSC205501P

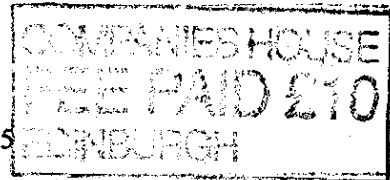


THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

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

Number of Company 205501

THE COMPANIES ACT 1985



COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

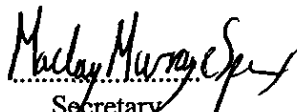
of

M M & S (2628) LIMITED

Passed 17 April 2000

By written resolution passed by the members of the above named Company on the 17th day of April 2000, the subjoined resolution was duly passed as a special resolution:-

"That the name of the Company be changed to "Franz Limited"."


Secretary

FRA/64/1
Change of name

