

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3717770

The Registrar of Companies for England and Wales hereby certifies that
SHOPATOP LIMITED

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

Given at Companies House, Cardiff, the 24th March 1999



C03717770N



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC006B

Company No. 3717770

SEVERNSIDE COMPANY SERVICES
110 WHITCHURCH ROAD
CARDIFF CF4 3LY
TEL: 01222 520222
FAX: 01222 521515

THE COMPANIES ACTS 1985 TO 1989

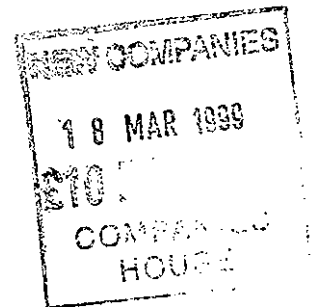
PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

18 MAR 1999

- OF -

SHOPATOP LIMITED



PASSED the 17th day of March, 1999

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at the Registered Office of the Company on the above date the following SPECIAL RESOLUTION was passed :-

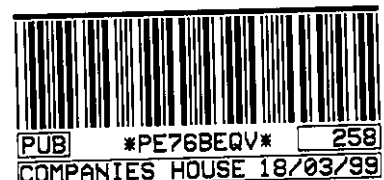
RESOLUTION

That with the consent of the Department of Trade the name of the Company be and is hereby changed to:-

SCT HOLDINGS LIMITED

signed on behalf of
SEVERNSIDE NOMINEES LIMITED

CHAIRMAN



1940-1941

1941-1942

1942