

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2457584

I hereby certify that

FOCUSBRIGHT LIMITED

having by special resolution changed its name,

is now incorporated under the name of

ALEXANDER DREW & SONS LIMITED

Given under my hand at the Companies Registration Office,

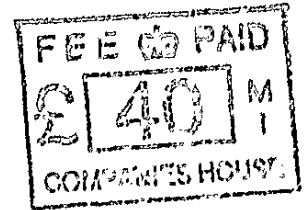
Cardiff the 22 MAY 1990


an authorised officer

G/CNS/NOTICE

FOCUSBRIGHT LIMITED

Registered No. 2457584



COMPANIES ACT 1985

COPY resolutions of the type and in the terms specified below as passed by the members of the Company named above at their Extraordinary General Meeting duly convened and held at 71 Queen Victoria Street, London on the 7th day of February 1990.

ORDINARY RESOLUTION

THAT the share capital of the Company be increased from £100,000.00 to £6,100,000.00 by the creation of 900,000 £1 Preferred Ordinary Shares in the capital of the Company and the creation of 5,100,000 Cumulative Redeemable Preference Shares in the capital of the Company and that the Memorandum of Association be altered accordingly.

SPECIAL RESOLUTION

THAT the Articles of Association be abrogated and thereupon replaced by adopting the new Articles submitted to this meeting and approved without amendment.

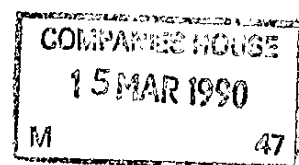
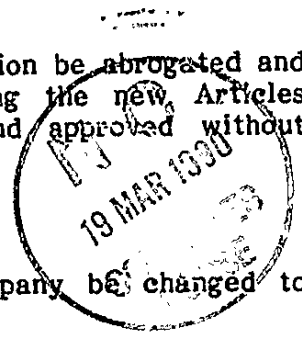
SPECIAL RESOLUTION

THAT the name of the Company be changed to Alexander Drew & Sons Limited

SPECIAL RESOLUTION

THAT:-

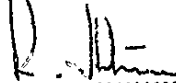
- (1) the Directors of the Company be and they are hereby generally and unconditionally authorised to exercise the powers of the Company to allot up to 5.1 million Cumulative Redeemable Preference Shares and 900,000 Preferred Ordinary Shares as referred in the 'A' Loan Stock Instrument and the 'B' Loan Stock Instrument created on even date with this Resolution, for the purposes of Section 80 of the Companies Act 1985 to such persons and upon such terms and conditions as they may determine.



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(2) the Directors be and are hereby empowered to make the allotments referred to in (1) above pursuant to the authority referred to in (1) above as if Section 89 of the Companies Act 1985 did not apply.

By order of the Board of Directors


.....
Company Secretary
Dated 7th February 1990

