

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 451454

The Registrar of Companies for England and Wales hereby certifies that
ARMITAGE & RHODES PLC

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

Given at Companies House, Cardiff, the 18th March 1997



C00451454H

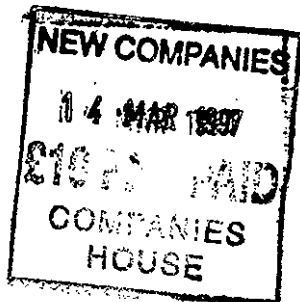
R. C. Edwards
R. C. EDWARDS

For the Registrar of Companies



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

HC006B



THE COMPANIES ACT 1985

ARMITAGE & RHODES plc

(Company No.451454)

SPECIAL RESOLUTIONS

We hereby certify that this is a true
and correct copy of the
Dated 14 MAR 1997
Ammond Suddards
Solicitors

AT an extraordinary general meeting of the above named Company held at offices of John Gordon Walton & Co Chartered Accountants 3rd floor Yorkshire House Greek Street Leeds LS1 5ST on 21 February 1997 the following resolutions were passed as special resolutions of the Company:

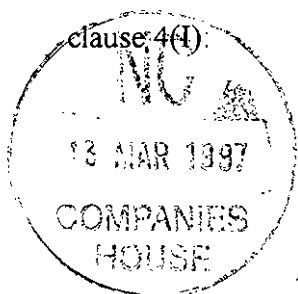
1. **THAT** the name of the Company be changed to "Greatcoat Plc".
2. **THAT** the articles of association be amended by deleting the existing clause 101 and substituting therefor the following new clause:

"101 The Directors may exercise all the powers of the Company to borrow or raise money or to guarantee and to mortgage or charge its undertaking property assets rights and revenues and uncalled capital or any part of it and to issue and create debentures debenture stock mortgages charges and other securities as security for any debt liability or obligation of the Company."

3. **THAT** the memorandum of association of the Company be amended by:
 - 3.1 deleting the existing clauses 4(A) and (B) and substituting therefor the following new clause 4(A):

"4(A). To carry on business as a general commercial company."

- 3.2 deleting the existing clause 4(I) and substituting therefor the following new clause 4(I):



“4(I). To receive money on deposit and to lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of or any other company associated in any way with the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the repayment of any sum of money or the performance of any obligation by any person, firm, or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid) including without prejudice to the generality of the foregoing, in so far as the same is not prohibited by law, payments and obligations incurred in connection with or for the purpose of the acquisition of shares in the Company or in any company, which is for the time being the Company’s holding company as defined in Section 736 of the Companies Act 1985.”

3.3 re-numbering clauses 4(C) to (W) as clauses 4(B) to (V) respectively.

3.4 inserting the following after and in addition to clause 4(V) before the existing clause 5:

“AND so that:

(W) None of the provisions set forth in any sub-clause of this clause shall be restrictively construed but the widest interpretation shall be given to each such provision and none of such provisions shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other provision set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause or this clause, or by reference to or inference from the name of the Company.

(X) Each of the sub-clauses of this clause shall, unless it expressly provides to the contrary, be deemed to set out a separate, distinct and independent object of the Company and not a power ancillary or incidental to the objects set out in any other sub clause."



Chairman