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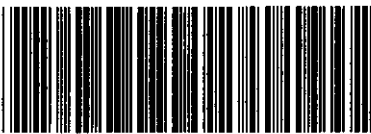
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 459356

The Registrar of Companies for England and Wales hereby certifies that
CAWTHRAW & CO LIMITED

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

Given at Companies House, Cardiff, the 11th July 2000



C00459356A



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

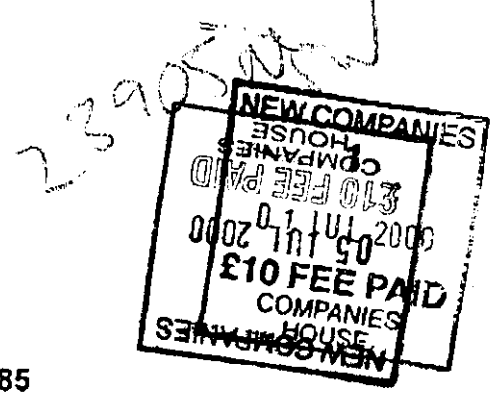


C O M P A N I E S H O U S E

HC006B

013573

Company Number: 459356



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION OF

CAWTHRAW & CO LTD.

PASSED ON 26 JUNE 2000

At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at Tilbury House, Ruscombe Park, Twyford, Reading, Berkshire RG10 9JU on 26 June 2000 at 9.40 am, the following Special Resolution was duly passed:-

Special Resolution

THAT the name of the Company be changed to

"Interserve Limited"

*Tilbury House
Ruscombe Park*

Chairman

RG10 9JU

