

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3744372

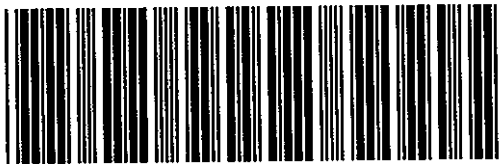
The Registrar of Companies for England and Wales hereby certifies that

SHELFCO (NO.1636) LIMITED

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

MARTINEAU (GP) LIMITED

Given at Companies House, Cardiff, the 6th May 1999



C037443725

A Munkley

For The Registrar Of Companies



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

113453

same-day

Company No: 3744372

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

RESOLUTION

of

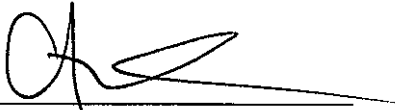
SHELFCO (NO. 1636) LIMITED

(the "Company")

Written record of a decision of the sole member of the Company made on 22 April 1999 and having the effect of a Special Resolution passed by the Company in a general meeting:

RESOLUTION

That the name of the Company be changed to Martineau (GP) Limited.



For and on behalf of MIKJON LIMITED
(the sole member of the Company)

