

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3346788

The Registrar of Companies for England and Wales hereby certifies that
WILH. BOETTICHER LIMITED

having by special resolution changed its name, is now incorporated
under the name of
GRAND-UK LIMITED

Given at Companies House, Cardiff, the 1st April 2003



C033467880



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

002453

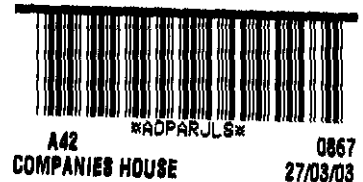
Wilh. Boetticher Ltd
Company No 3346788

Special resolution on Change of Name

At an Extraordinary General Meeting of the sole member of the above named company, duly convened and held at the company's registered office on the 25th day of March 2003, the following Special Resolution was duly passed:

That the name of the company be changed to:

Grand-UK Limited



D. Stainer

D Stainer Secretary

25th March 2003