

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 688533

The Registrar of Companies for England and Wales hereby certifies that
PENNY AND GILES INTERNATIONAL PLC

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

Given at Companies House, Cardiff, the 25th March 2002



C00688533O



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B

110615

COMPANY NUMBER: 00688533

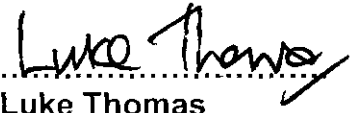
AK 2002

COMPANIES ACT 1985

SPECIAL RESOLUTION OF PENNY & GILES INTERNATIONAL PLC (the
"Company") PASSED AT AN EXTRAORDINARY GENERAL MEETING OF THE
COMPANY HELD ON 21 MARCH 2002

SPECIAL RESOLUTION:

IT WAS RESOLVED that the name of the Company be changed from "Penny & Giles
International plc" to PG International plc".



Luke Thomas
Company Secretary

21 March 2002

