

FILE COPY



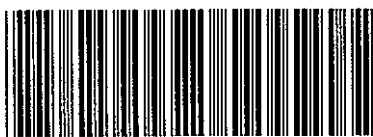
**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 1273420

The Registrar of Companies for England and Wales hereby certifies that  
PILGRIM-AIR (HOLIDAYS) LIMITED

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

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



\*C012734205\*



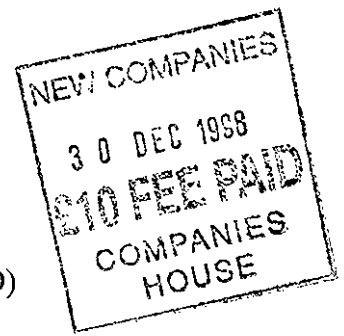
THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



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

HC006B

Company No: 1273420



THE COMPANIES ACT 1985 (AS AMENDED)

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION OF

PILGRIM AIR (HOLIDAYS) LIMITED

(Passed on 17 December 1998)

AT AN EXTRAORDINARY GENERAL MEETING of the Members of Pilgrim Air (Holidays) Limited duly convened and held at Stornoway House, 13 Cleveland Row, London SW1A 1GG on 17 December 1998, the following Resolution was passed as a Special Resolution:

SPECIAL RESOLUTION

"THAT the name of the Company be changed to Rhine Four Limited."

*W. V. John*

