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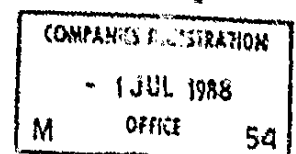
BARONSMEAD ASSOCIATES LIMITED

AT AN EXTRAORDINARY GENERAL MEETING of the Company duly convened and held on 23rd June 1988 the following resolutions were duly passed as Special Resolutions:

SPECIAL RESOLUTIONS

1. THAT the name of the Company be changed to "Baronsmead Limited".
2. THAT.
 - (A) each of the 90,000 authorised 'A' Ordinary Shares of 10p in the capital of the Company and each of the 50,000 authorised 'B' Ordinary Shares of 10p in the capital of the Company be and is hereby converted into one Ordinary Share of 10p in the capital of the Company all such Ordinary Shares ranking pari passu in all respects;
 - (B) the Company's Articles of Association be amended by the deletion of Article 2 and the substitution therefor of the following new Article 2:

"2. The share capital of the Company is £14,000 divided into 140,000 Ordinary Shares of 10p each."
3. (A) The Directors of the Company be generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 ("the Act") to allot or grant rights to subscribe for shares of the Company up to a maximum of 50,000 Ordinary Shares of 10p each to such persons and in such manner as the Directors of the Company may think fit;
- (B) the authority contained in paragraph (A) above shall expire on the fifth anniversary of the date of the passing of this Resolution but so that the Company may before such expiry make an offer or agreement which would or might require shares of the Company to be allotted after such expiry and the Directors of the Company may allot shares of the Company in pursuance of such offer or agreement as if the power conferred hereby had not expired; and

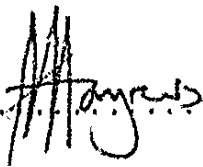


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2.

- (C) Section 89(1) of the Act and Article 6(a) of the Company's Articles of Association shall not apply to any allotment of, or grant of rights to subscribe for, shares of the Company by the Directors of the Company pursuant to the authority conferred on them by this Resolution.

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Managing Director

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**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1659209

I hereby certify that

BARONSMEAD ASSOCIATES LIMITED

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

BARONSMEAD LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 14 JULY 1988

(Signature)
MISS J. L. LLOYD

an authorised officer