

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1802081

The Registrar of Companies for England and Wales hereby certifies that

DAVID S. SMITH PENSION TRUSTEES LIMITED

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

DS SMITH PENSION TRUSTEES LIMITED

Given at Companies House, London, the 4th March 2003



C018020813



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

000886
Company Number: 1802081

THE COMPANIES ACT 1985 AND 1989

COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTION
of
DAVID S. SMITH PENSION TRUSTEES LIMITED**

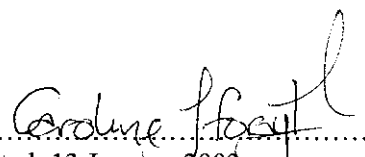


Written resolution of all the members of the Company passed pursuant to Article 6 of the Articles of Association of the Company as a Special Resolution:

We, being all the members for the time being entitled to attend and vote at a general meeting of the Company RESOLVE as follows:-

THAT the name of the Company be changed to "DS Smith Pension Trustees Limited", with effect from 1 March 2003.

Signed by Caroline J. Forsyth, duly authorised for and on behalf of DS Smith Plc.


.....
Dated: 13 January 2003

Company Number: 1802081

THE COMPANIES ACT 1985 AND 1989

COMPANY LIMITED BY SHARES

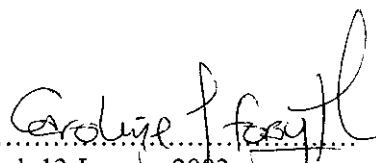
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Signed by Caroline J. Forsyth, duly authorised for and on behalf of David S Smith Nominees Limited.


.....
Dated: 13 January 2003

