

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1860050

The Registrar of Companies for England and Wales hereby certifies that

KINGDOOR PRODUCTS LTD

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

STOCKPORT REALISATIONS LIMITED

Given at Birmingham, the 10th July 2000



C018600509

H. Gumbs.

H. GUMBS (MISS)

For The Registrar Of Companies



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

WRITTEN RESOLUTION

of

KINGDOOR PRODUCTS LIMITED (IN ADMINISTRATION)

("THE COMPANY")

COMPANY NUMBER 1860050

The sole member of the Company agrees to the resolution below being passed as a written resolution.

CHANGE OF NAME

That the name of the Company be changed to Stockport Realisations Limited.

David Philip Lake
for and on behalf of
ACCESS CONTROL
EUROPE LIMITED


.....
Dated 30 June 2000

WE CERTIFY the within to be a
true copy of the original.

Dated 3rd July 2000

File B3405/11
Ref: FI/MAC
Lacn House
Theobald's Road
London
WC1X 8RW