

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1966114

The Registrar of Companies for England and Wales hereby certifies that
FAITHFUL GROUP LIMITED

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

B T Q LIMITED

Given at Birmingham, the 19th December 2002



C01966114I



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

THE COMPANIES ACT 1985 and 1989

COMPANY LIMITED BY SHARES

FAITHFUL GROUP LIMITED

(a company registered in England no. 1966114)

**WRITTEN RESOLUTION
OF
SHAREHOLDERS**



We, being all the holders of all the issued shares having the right to vote at any general meeting, hereby resolve pursuant to section 381A of the Companies Act 1985 (as amended) and all other powers (to the intent that the following written resolution shall be as effectual as if they had been passed as a special resolution at a general meeting duly convened and held) as follows:

SPECIAL RESOLUTION


1. That each ordinary share of £1 in the capital of the Company be sub-divided into two ordinary shares of £0.50 each.
2. That subject to and following the sub-division referred to in resolution 1:-
 - (a) Each ordinary share in the capital of the Company registered in the name of Alan David Dorrell and the Trustees of the A D Dorrell's Children's Trust be reclassified as an A ordinary share of £0.50 with the rights set out in the Articles of Association to be adopted pursuant to paragraph (d) below.
 - (b) Each ordinary share in the capital of the Company registered in the name of Stephen Dorrell and the Trustees of the S J Dorrell's Children's Trust be reclassified as a B ordinary share of £0.50 each with the rights set out in the Articles of Association to be adopted pursuant to paragraph (d) below.
 - (c) One half of the ordinary shares in the capital of the Company registered in the respective names of each of the Members whose shares have not been reclassified pursuant to paragraphs (a) and (b) above be reclassified as the same


number of A ordinary shares of £0.50 each with the rights set out in the Articles of Association to be adopted pursuant to paragraph (d) below and the remainder of the ordinary shares in the capital of the Company registered in the name of such Member be reclassified as the same number of B ordinary shares of £0.50 each with the rights set out in the Articles of Association to be adopted pursuant to paragraph (d) below.

- (d) The form of Articles of Association attached to this resolution be adopted as the Articles of Association of the Company to the exclusion of all previous and existing Articles of Association.
- (e) The distribution in specie of all the shares in Faithful Limited to Meaujo (597) Limited in consideration for the issue of 25,440 new ordinary shares in the capital of Meaujo (597) Limited to the holders of the B ordinary shares in the capital of the Company in proportion to their holdings of such shares be and is hereby authorised and sanctioned.

3. That the name of the Company be changed to "B T Q Limited".


Dated: 17 December 2002

 Amanda James
As trustee for and on behalf of the
A C James' Children's Trust


As trustee for and on behalf of the
A D Dorrell's Children's Trust

.....
Alan David Dorrell


Christine Irene Dorrell


As Trustee for and on behalf of the
S J Dorrell's Children's Trust

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Alan David Dorrell

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Christine Irene Dorrell

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As Trustee for and on behalf of the
S J Dorrell's Children's Trust

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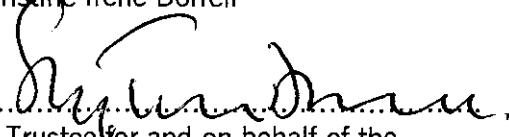
Dated: 17 December 2002

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As trustee for and on behalf of the
A D Dorrell's Children's Trust

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Alan David Dorrell

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Christine Irene Dorrell

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As Trustee for and on behalf of the
S J Dorrell's Children's Trust

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Stephen Dorrell

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Julia Griswold

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Margery Ann Hale

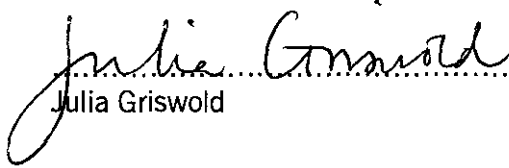
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Amanda Claire James

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Diana Lawrence

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Anthony Charles Record

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Peter Richard Warr

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Stephen Dorrell


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Julia Griswold

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Margery Ann Hale

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Diana Lawrence

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Anthony Charles Record

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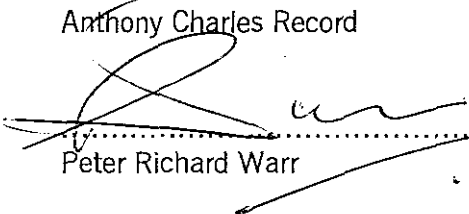
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