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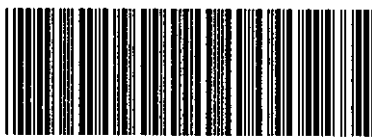
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2446622

The Registrar of Companies for England and Wales hereby certifies that
WILLIAMS HOLDINGS INVESTMENTS LIMITED

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

Given at Companies House, Cardiff, the 25th June 1997



C024466220

R. C. Edwards
R. C. EDWARDS

For the Registrar of Companies



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

HC006B

COMPANY NUMBER 2446622

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF THE MEMBERS

OF

WILLIAMS HOLDINGS INVESTMENTS LIMITED

PASSED THE 9 JUNE 1997

We, the undersigned, being all the members for the time being of the above-named company entitled to receive notice and to attend and vote at general meetings hereby pass the following resolution as a Special Resolution and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the company duly convened and held.

SPECIAL RESOLUTION

THAT the name of the company be changed to "Williams Investments Limited".

Dated this 9th day of June 1997

COMPANY SECRETARY

.....
For Williams Holdings (UK) Limited


.....
For Williams PLC

Penlock House
Sir Frank Charles Reed
Derby
DE 21 4XA

