

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2495645

The Registrar of Companies for England and Wales hereby certifies that
POUNDLAND PLC

having by special resolution changed its name, is now incorporated
under the name of
THE ISE GROUP plc

Given at Companies House, Cardiff, the 9th March 1998



C024956458

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 2495645

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

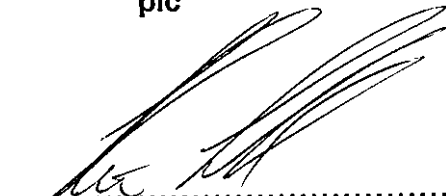


WRITTEN RESOLUTION
of
POUNDLAND plc


Pursuant to Section 381A of the Companies Act 1985 we the undersigned being all the members of the Company who at the date of this resolution are entitled to attend and vote at a meeting of the Company hereby resolve THAT the following Resolution be passed as a Written Resolution:

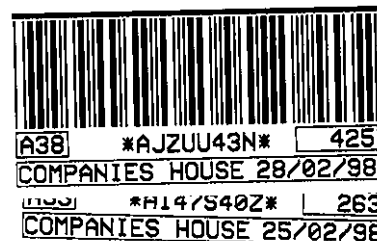
WRITTEN RESOLUTION

That the name of the Company be changed to "The ISE Group plc"

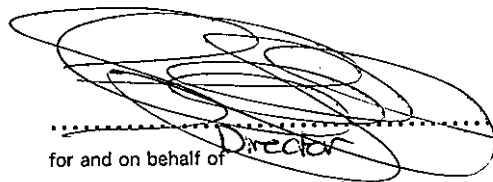

.....
STEVEN K SMITH




.....
KEITH SMITH



for and on behalf of


.....
The Royal Bank of Scotland Trust Company (Jersey) Limited - T1483

Company Number 2495645

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES



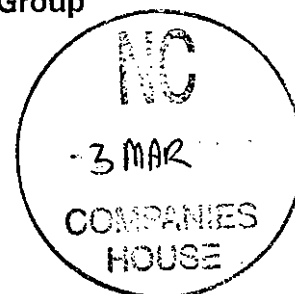
WRITTEN RESOLUTION
of
POUNDLAND plc

Pursuant to Section 381A of the Companies Act 1985 we the undersigned being all the members of the Company who at the date of this resolution are entitled to attend and vote at a meeting of the Company hereby resolve THAT the following Resolution be passed as a Written Resolution:

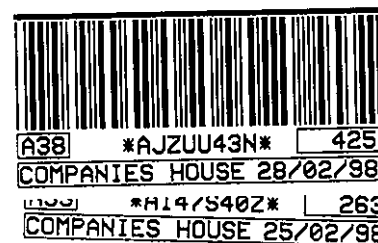
WRITTEN RESOLUTION

That the name of the Company be changed to "The ISE Group
plc"

STEVEN K SMITH



KEITH SMITH



for and on behalf of

The Royal Bank of Scotland Trust Company (Jersey) Limited - T1483