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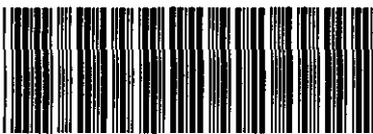
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2703539

The Registrar of Companies for England and Wales hereby certifies that
REDFERN CONSULTANCY LIMITED

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

Given at Companies House, Cardiff, the 5th January 2000



C027035394



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC006B

316
Company No.: 2703539

The Companies Act 1985, Section 28

Company Limited by Shares

Special Resolution

of Redfern Consultancy Limited

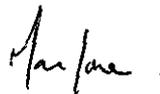
Passed the 14 day of December 1999

At the EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held on 14 December 1999 the following Resolution was duly passed as a SPECIAL RESOLUTION:-

SPECIAL RESOLUTION

That the name of the Company be changed to Hays Redfern Limited with effect from 14 December 1999

Certified a true and complete copy



SECRETARY



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