

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2722136

The Registrar of Companies for England and Wales hereby certifies that
POSITIVE CLOTHING (LONDON) LIMITED

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

Given at Companies House, Cardiff, the 22nd January 1996

E.P. C.
MRS. E. P. C.



C02722136L

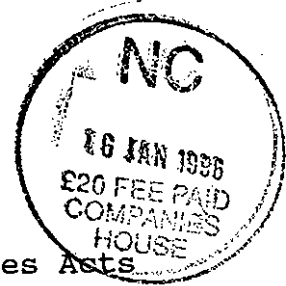
For the Registrar of Companies



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

HC006B

CN/RES



COMPANY NO. 2722136

The Companies Acts
1985 to 1989

SPECIAL RESOLUTIONS

OF

POSITIVE CLOTHING (LONDON) LIMITED

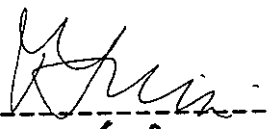
At an Extraordinary General Meeting of the Company duly convened and held at *GOODYEAR HOUSE, 52-56 OSWALD ST. LONDON. W1* on *19th December 1985* the following Resolutions were duly passed as SPECIAL RESOLUTIONS of the Company, viz:

RESOLUTIONS

1. THAT, subject to the consent of the Secretary of State for Trade and Industry, the name of the Company be changed to:-

POSITIVE LIMITED

2. THAT, Clause 1 of the Memorandum of Association of the Company be amended to show the new name of the Company.



Chairman *S R FINN*

PLEASE FORWARD CERTIFICATE OF INCORPORATION VIA COMPANIES HOUSE FOR COLLECTION
BY STANLEY DAVIS GROUP LIMITED.

