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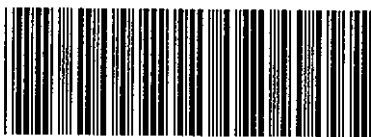
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2783235

The Registrar of Companies for England and Wales hereby certifies that
STOCKMAN (HOLDINGS) LIMITED

having by special resolution changed its name, is now incorporated
under the name of
PROPORTION (HOLDINGS) LIMITED

Given at Companies House, Cardiff, the 10th November 1998



C027832359



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC006B

Company No. 2783235

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

STOCKMAN (HOLDINGS) LIMITED

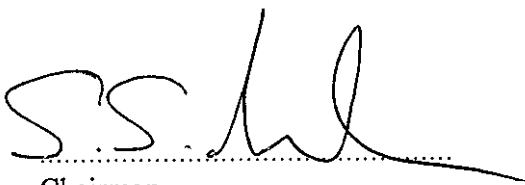


Passed 27 October 1998

At the ANNUAL GENERAL MEETING of the above-named company, duly convened and held at Stockman House, 9 Dallington Street, London EC1V on Tuesday 27 October 1998, the subjoined SPECIAL RESOLUTION was duly passed viz:

RESOLUTION

That the name of the company be changed to Proportion (Holdings) Limited.


Chairman

