

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3006948

The Registrar of Companies for England and Wales hereby certifies that
EUROBELL (SOUTH WEST) HOLDINGS LIMITED

having by special resolution changed its name, is now incorporated
under the name of
EUROBELL (NO.3) LIMITED

Given at Companies House, Cardiff, the 6th October 1998



C030069485



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC006B

Company Number 3006948

THE COMPANIES ACT 1985



PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

EUROBELL (SOUTH WEST) HOLDINGS LIMITED

(passed on 14 September 1998)

In accordance with article 12(a) of the Company's articles of association we, the undersigned, being the sole member of the Company who, at the date of this resolution would be entitled to attend and vote at general meetings of the Company, hereby resolve upon the following resolution and agree that it shall be as valid and effective as if it had been passed as a special resolution at a general meeting of the Company duly convened and held.

SPECIAL RESOLUTION

That the name of the Company be changed to Eurobell (No.3) Limited

Dated 14 September 1998

A handwritten signature in black ink, consisting of a series of loops and a long horizontal stroke.

.....
for and on behalf of
Eurobell (Holdings) PLC

