

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3058551

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

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

Given at Companies House, Cardiff, the 12th June 1995



C03058551B

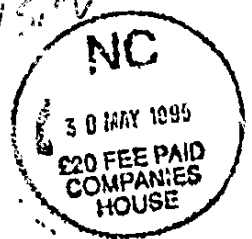


C O M P A N I E S H O U S E

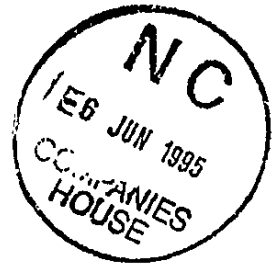
For the Registrar of Companies

HC006B

Company number: 3058551
Company name: Kingswift Limited

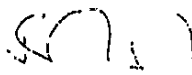


THE COMPANIES ACTS 1985 TO 1989
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION



At an Extraordinary General Meeting of the members of the above-named Company, duly convened and held at Piccadilly House, 33 Regent Street London SW1Y 4NB on the 23rd day of May 1995 the following SPECIAL RESOLUTION was duly passed:-

THAT the name of the Company to be changed to DELPHI GROUP LIMITED.


.....
J R Pinder - Secretary

