

FILE COPY



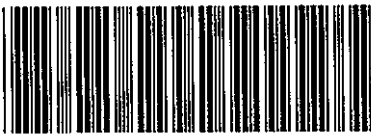
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3080798

The Registrar of Companies for England and Wales hereby certifies that
EAJ MANAGEMENT SERVICES LIMITED

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

Given at Companies House, Cardiff, the 13th February 1997



C03080798C


S. L. PARRY

For the Registrar of Companies



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

HC006B

Company No. 3080798

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

(Pursuant to s.378(2) of the Companies Act 1985
and s.113 of the Companies Act 1989)

OF

EAJ MANAGEMENT SERVICES LIMITED

By a written resolution of the company signed by all the members of the company and dated
20 January 1997 the subjoined Special Resolution was duly passed.

RESOLUTION

That the name of the company be changed to: NEWHART ASSOCIATES LIMITED

Signature:

Director

