

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3083661

The Registrar of Companies for England and Wales hereby certifies that

CARLINGTON CONSULTING LIMITED

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

OSI GROUP HOLDINGS LIMITED

Given at Companies House, London, the 10th October 1995



C030836619

L. Mills

MRS L. MILLS
For The Registrar Of Companies



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

Company No: 3083661



THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

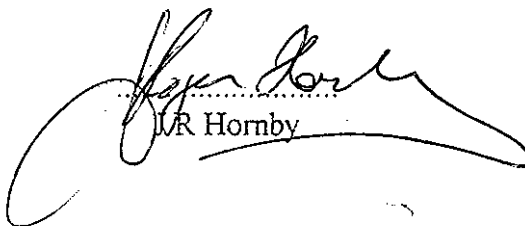
of

CARLINGTON CONSULTING LIMITED

Dated 9 / 10 1995

WE, the undersigned, being all the members of the above Company for the time being entitled to attend and vote at general meetings of the Company HEREBY RESOLVE that the following resolution be adopted as a Special Resolution of the Company:

"That the name of the Company be changed to
OSI GROUP HOLDINGS LIMITED"


R Hornby


R F Price


W R D Marshall

@H05153826
C/W too
Danie 9/95