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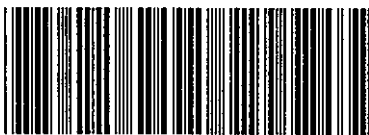
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3093787

The Registrar of Companies for England and Wales hereby certifies that
INDEPENDENT GROUP PLC

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

Given at Companies House, Cardiff, the 28th September 1998



C03093787R

E.P. Owen
MRS. E. P. OWEN

For the Registrar of Companies



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

HC006B

THE COMPANIES ACTS 1985 TO 1989

COMPANY NUMBER 3093787

SPECIAL RESOLUTION OF

Independent Group Plc



We, the undersigned, COMPANY DIRECTORS LIMITED and TEMPLE SECRETARIES LIMITED, being all the Members for the time being of the Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolutions as Special Resolutions and agree that the said resolutions shall, pursuant to Clause 53 in Table A (which Clause is embodied in the Articles of Association of the Company) or pursuant to any applicable rule of law, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

It is resolved:

THAT the name of the Company be changed to

Giant Group Plc

Dated this 16 / 09 / 98

Signed

(Authorised Signatory Of Company Directors Limited)

Signed

(Authorised Signatory of Temple Secretaries Limited)

Presenter
KG/Independent

A1 Company Services Limited

788-790 Finchley Road
London NW11 7UR

O u r R e f :

