

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3109099

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

having by special resolution changed its name, is now incorporated
under the name of
OPTIMA MANAGEMENT SERVICES LIMITED

Given at Companies House, Cardiff, the 22nd November 1995

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



C03109099L

For the Registrar of Companies



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

HC006B

Private & Confidential

No. 3109099



THE COMPANIES ACT 1985
and
THE COMPANIES ACT 1989

COMPANY LIMITED BY SHARES

RESOLUTION

of

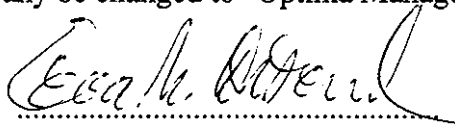
PROMPTCOVER LIMITED

Passed 13th November 1995

At an Extraordinary General Meeting of the above-named Company, duly convened and held on 13th November 1995, the following Resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

THAT the name of the Company be changed to "Optima Management Services Limited"



Chairman of the Meeting

(G:\JDR\55416\001\D-SPECIA.RES)

