

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3146978

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

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

Given at Companies House, Cardiff, the 25th October 1996



C031469780

R. C. Edwards
R. C. EDWARDS

For the Registrar of Companies



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

HC006B

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SPECIAL RESOLUTION TO MERGE AND CHANGECOMPANY NAME

A meeting this day of Wednesday 2nd 1996 was held and a unanimous vote was taken to merge Wesco (Import & Export) Ltd with Pastleglow Enterprises Ltd.

The directors of the two companies this day of Wednesday 2nd 1996 unanimously voted to merge and change the company names to Wesco Enterprises Ltd and shall trade under this one name, and management.

It was agreed that the directors of Pastleglow Enterprises Ltd will become the directors of Wesco Enterprises Ltd and those of Wesco (Import & Export) Ltd will become the directors of Wesco Enterprises Ltd and shall maintain their shares holdings accordingly.

It was also agreed that the company secretary of Pastleglow Enterprises Ltd should now become the company secretary of Wesco Enterprises Ltd.

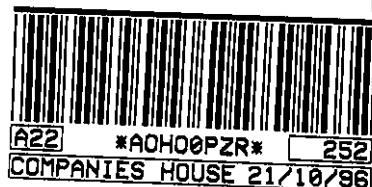
A special resolution under section 28 CA 85 was passed to this effect. The Registrar of Companies is being notified for an issue of a new certificate of incorporation for the new company Name.

Signed:

2/10/96

B. J. H. N. L.

(Director)



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MINUTES

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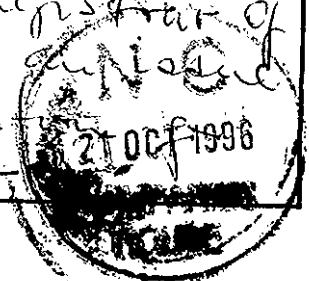
A meeting this day of Wednesday 2nd 1996 was held and a unanimous vote was taken to merge Castleglow Enterprises Ltd with Wesco (Imports & Export) Ltd.

The Directors of the two companies voted to merge and change the company names to Wesco Enterprises Ltd and shall trade under this one name and management.

It was also agreed that the Directors of Wesco (Imports and Exports) Ltd and the Directors of Castleglow Enterprises Ltd shall become the Directors of Wesco Enterprises Ltd and shall maintain the level of their respective share holdings.

It was also agreed that the Company Secretary of Castleglow Enterprise Ltd shall become the Company Secretary of Wesco Enterprises Ltd.

A special resolution under section 284B was passed to this effect. The Registrar of Companies is being notified for the issue of a new certificate of Incorporation for the New Company Name.



Director