

FILE COPY



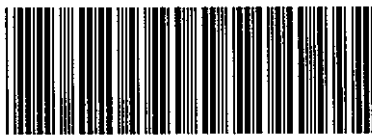
**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 3150726

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

having by special resolution changed its name, is now incorporated  
under the name of  
NORFOLK DINOSAUR PARK LIMITED

Given at Companies House, Cardiff, the 12th August 1996



\*C03150726B\*

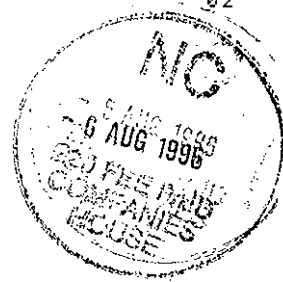
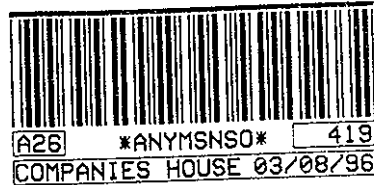
*G. Wookey*  
G. WOOKEY

For the Registrar of Companies



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

HC006B



No. 3150726

THE COMPANIES ACTS 1985 TO 1989

WRITTEN RESOLUTION

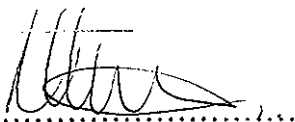
ANGLIAN LEISURE ENTERPRISES LIMITED

(Dated this 27<sup>th</sup> day of July 1996)

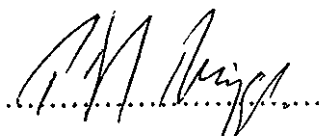
WE the undersigned, being the only members of the Company who, at the date of these Resolutions would be entitled to attend and vote at General Meetings of the Company HEREBY PASS the following Resolutions as Special Resolutions and agree that the said Resolutions shall, for the purposes be as valid and effective as if the same had been passed by us at a General Meeting of the Company duly convened and held:

1. "THAT the name of the Company be changed to Norfolk Dinosaur Park Limited"
2. THAT pursuant to Section 252 of the Companies Act 1985 the Company hereby elects to dispense with the laying of accounts and reports before the Company in general meeting.
3. THAT pursuant to Section 366A of the Companies Act 1985 the Company hereby elects to dispense with the holding of Annual General Meetings.
4. THAT pursuant to Section 366A of the Companies Act 1985 the Company hereby elects that the provisions of Sections 369(4) and 378(3) shall have effect in relation to the Company as if for the references to 95 per cent there were substituted 90 per cent.

5. THAT pursuant to Section 386 of the Companies Act 1985 the Company hereby elects to dispense with the obligation to appoint Auditors annually.
  
6. THAT pursuant to Section 80A of the Companies Act 1985 the Directors of the Company are hereby authorised for a period of ten years from the date of this Resolution to allot, grant options over or otherwise deal with or dispose of any relevant securities (as defined by Section 80(2) of the Act) to such persons, at such times and on such conditions as they think fit, provided that no shares shall be issued having a discount. The authority shall extend to all relevant securities of the Company which from time to time are unissued during the period of such authority. The said authority will expire on that date which is the tenth anniversary of the date of this Resolution but the Directors may, after the authority has expired, allot any shares in pursuance of an offer or agreement so to do made by the Company before the authority expired. The authority may be renewed varied or revoked by the Company in general meeting. Sections 80(4) and (5) and, in accordance with Section 91 of the Act, Sections 89(1) and 90(1) to 90(6) of the Act shall not apply.



Richard Robert Smith



Peter David Briggs