

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

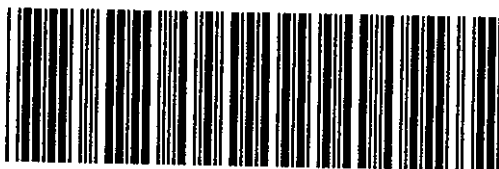
Company No. 3249862

The Registrar of Companies for England and Wales hereby certifies that
TRUSHELFCO (NO.2182) LIMITED

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

GRAND METROPOLITAN CAPITAL COMPANY LIMITED

Given at Companies House, London, the 26th September 1996



C03249862P

S. Bashar

MISS S. BASHAR

For The Registrar Of Companies



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

No. 3249862



THE COMPANIES ACT 1985 (AS AMENDED)

Company limited by shares

RESOLUTION

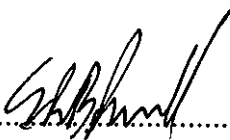
of

TRUSHELFCO (NO. 2182) LIMITED

At an Extraordinary General Meeting of the above-named Company duly convened and held on 26th September, 1996 the following resolution was passed as a special resolution:-

RESOLUTIONS

1. That the name of the Company be changed to Grand Metropolitan Capital Company Limited.


.....
Chairman of the meeting

N/C - £200 -
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No 070369
s/101