

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3311046

The Registrar of Companies for England and Wales hereby certifies that

TRUSHELFCO (NO.2224) LIMITED

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

D&T ATR CONSULTING NOMINEES LIMITED

Given at Companies House, London, the 1st April 1997



C033110460

L. Barnes
MRS. L. BARNES

For The Registrar Of Companies



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

No: 3311046



THE COMPANIES ACT 1985 (AS AMENDED)

Company limited by shares

RESOLUTIONS

of

TRUSHELFCO (NO. 2224) LIMITED

At an Extraordinary General Meeting of the above-named Company duly convened and held on 27th March, 1997 the following resolutions were passed as special resolutions:-

Special Resolutions

1. That the name of the Company be changed to D&T ATR Consulting Nominees Limited.
2. That the Memorandum of Association in the form produced to the meeting and for the purpose of identification signed by the chairman be and is hereby approved and adopted as the Memorandum of Association of the Company in substitution for and to the exclusion of the existing Memorandum of Association thereof.

.....
Chairman of the meeting

CA970840.058

N/c £400//
NW 043445
S/DAY
(2) of 4/