

FILE COPY



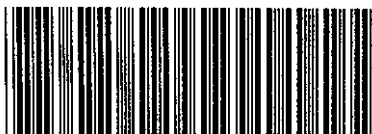
**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 3424866

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

having by special resolution changed its name, is now incorporated  
under the name of  
ROGEN INTERNATIONAL (UK) LIMITED

Given at Companies House, Cardiff, the 1st October 1997



\*C034248660\*

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

For the Registrar of Companies



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

HC006B

ACCEPT UNSTAMPED £10  
NC/CN 81925  
SIGNED SA S. Lenny  
DATE 26-1-97

Number of Company:- 3424866

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

BOLDCHOICE LIMITED

PASSED ON

the 21st Day of SEPTEMBER 1997

At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held at 25 NEW STREET SQUARE, LONDON EC4A 3LN on the 21st Day of SEPTEMBER 1997, the subjoined SPECIAL RESOLUTION was duly passed:-

RESOLUTION

"THAT the name of the Company be changed to  
ROGEN INTERNATIONAL (UK) LIMITED"



A handwritten signature in black ink, appearing to be "R. Lenny", written over a horizontal line.