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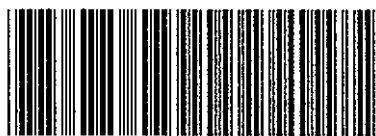
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3485116

The Registrar of Companies for England and Wales hereby certifies that
TEMPLECO 382 LIMITED

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

Given at Companies House, Cardiff, the 25th March 1998



C03485116O

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

For the Registrar of Companies



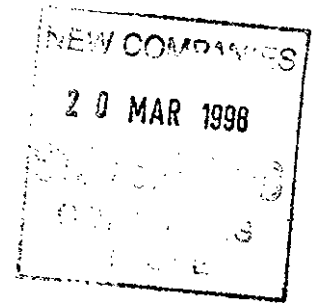
C O M P A N I E S H O U S E

HC006B

Company No 3485116

THE COMPANIES ACTS 1985-1989

COMPANY LIMITED BY SHARES



WRITTEN RESOLUTIONS

of


TEMPLECO 382 LIMITED

(passed on 12 March 1998)

We, the undersigned, being the holders of the entire issued share capital of the Company entitling the holder to attend and vote at General Meetings of the Company hereby resolve:

SPECIAL RESOLUTION

'That the name of the Company be changed to **PLMS Trustees Limited**'.


.....Director
(for and on behalf of Temple Direct Limited)


.....Secretary
(for and on behalf of Temple Secretarial Limited)



19596/1-CORPORAT-59427-1