

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3623706

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

having by special resolution changed its name, is now incorporated
under the name of
F.S. CAPITAL CORPORATION LIMITED

Given at Companies House, Cardiff, the 29th December 1999



C03623706S



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



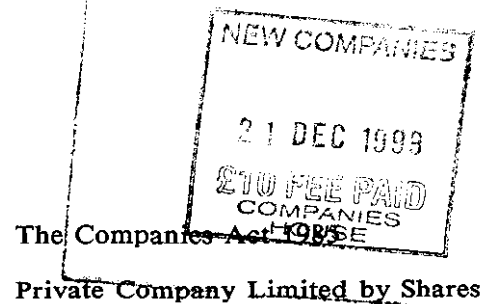
C O M P A N I E S H O U S E

HC006B

202776

Company No: 3623706

**Special
Resolution**



of WIMPACE LIMITED

At an Extraordinary General Meeting of the above-named Company
duly convened and held at 6-8 Underwood Street,
London N1 7JQ
on 13th December, 1999
the following SPECIAL RESOLUTION was duly passed, viz:-

Resolution

That the name of the Company be changed to:
F.S. CAPITAL CORPORATION LIMITED



Signed *K. Lyng*

For and on behalf of
Waterlow Nominees Limited

Waterlow Legal & Company Services
6-8 Underwood Street, London, N1 7JQ
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DX 122031 Finsbury 3