

FILE COPY



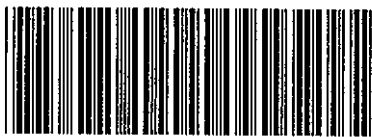
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3655247

The Registrar of Companies for England and Wales hereby certifies that
GLOUCESTER EQUITIES LTD

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

Given at Companies House, Cardiff, the 10th November 1998



C036552479



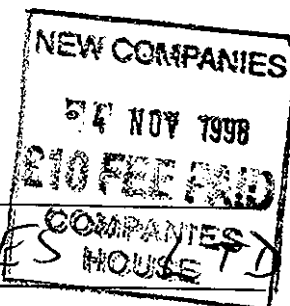
THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC006B

SPECIAL RESOLUTION ON CHANGE OF NAME
COMPANIES ACTS



COMPANY NUMBER 3655247

COMPANY NAME GLOUCESTER EQUITIES

At an Extraordinary General * / ~~Annual General~~ * / ~~General~~ * Meeting of the members of the above named company, duly convened and held at:

30 CITY ROAD

LONDON EC1Y 2AY

on the 3rd day of November 19 98

The following Special Resolution was duly passed:

That the name of the Company be changed to:

NEW NAME MONTICELLO LIMITED

Signature: Max Dyer Bartlett

~~Chairman, Director, Secretary or Officer of the Company~~
and

Notes:

* Please delete as appropriate.

NB. The copy Resolution must be filed with the Registrar of Companies within 15 days after the passing of the Resolution. Please insert name and address to which the certificate is to be sent:

MAX DYER BARTLETT

"ALBREN HOUSE"

MILL LANE

WHEATON ASTON

STAFFORDSHIRE

ST19 9NL

