

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3677656

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

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

DECISION STRATEGIES/FAIRFAX INTERNATIONAL (UK) LIMITED

Given at Companies House, London, the 4th December 1998



C036776563

N. Richards.
MR. N. RICHARDS

For The Registrar Of Companies



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

No. 3677656



WRITTEN RESOLUTION OF

GRAILREALM LIMITED ("the Company")

We, the undersigned being all the members for the time being of the above-named Company entitled to receive notice of and attend and vote at General Meetings of the Company HEREBY PASS the following written resolution and agree that the said resolution shall, pursuant to Clause 53 in Table A (which Clause is embodied in the Articles of Association of the Company), for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

It is hereby resolved that the name of the Company be changed to DECISION STRATEGIES/FAIRFAX INTERNATIONAL (UK) LIMITED.

Dated this 4th day of December 1998

G Fisher

For and on behalf of
ABOGADO NOMINEES LIMITED

Dated this 4th day of December 1998

G Fisher

For and on behalf of
ABOGADO CUSTODIANS LIMITED

N/C £100
NW 094596
S/DAY