

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3777089

The Registrar of Companies for England and Wales hereby certifies that

RETRODATA

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

BUCHLER PHILLIPS

Given at Companies House, London, the 8th June 1999



C037770897

A.J. Harness
AJ HARNESS

For The Registrar Of Companies



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

RETRODATA (the "Company")

(Registered number 3777089)



WRITTEN RESOLUTIONS OF ALL THE MEMBERS OF THE COMPANY

Written resolutions of the undersigned being all the holders of all of the issued shares of the Company, passed on the date set out next to the signatures below. The resolutions are passed pursuant to Regulation 53 of Table A to the Companies Act 1985 to the effect that such resolutions shall be deemed to be effective as if they had been passed in the case of resolutions 1, 2, 4, 5 and 6 as special resolutions and in the case of resolution 3 as an ordinary resolution at a general meeting of the Company duly convened and held.

- 1 THAT the proposed acquisition by the Company of the Business and Assets of the partnership trading under the name of Buchler Phillips (the "Acquisition") be and is hereby approved.
- 2 THAT the authorised share capital of the Company be and is hereby increased by £252 from £1,000 to £1,252, by the creation of an additional 2,520,000 A Shares of 0.01 pence each, having the rights and being subject to the limitations applicable to A Shares as set out in the Company's Articles of Association.
- 3 THAT, in substitution for any subsisting authority given to the Directors, the Directors of the Company be and are hereby generally and unconditionally authorised pursuant to section 80(1) of the Companies Act 1985 (the "Act"), to exercise all or any powers of the Company to allot relevant securities of the Company (which in this resolution shall have the meaning given to that term in section 80(2) of the Act) up to an aggregate nominal amount of £1,168.20 provided that:
 - 3.1 this authority shall (unless previously revoked or renewed) expire 5 years from the passing of this resolution; and
 - 3.2 the Company may before the expiry of such period make an offer, agreement or other arrangement which would or might require relevant securities to be allotted pursuant to such offer, agreement or other arrangement after such expiry and the Directors may allot relevant securities pursuant to such offer, agreement or other arrangement as if the authority hereby conferred had not expired.
- 4 THAT the Directors be and are hereby empowered pursuant to section 95 of the Act to allot equity securities of the Company (which in this resolution shall have the meaning given to that term in section 94(2) of the Act) for cash pursuant to the authority conferred by resolution 3 as if section 89(1) of the Act did not apply to any such allotment provided that the authority given shall, unless revoked or renewed in accordance with section 95(3) of the Act, expire when the authority conferred by resolution 3 is revoked or expires, except that the Company may before the expiry of such period make an offer, agreement or other arrangement which would or might require equity securities to be allotted pursuant to such

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offer, agreement or other arrangement after such expiry and the Directors may allot equity securities pursuant to any such offer, agreement or other arrangement as if the power hereby conferred had not expired.

- 5 THAT the Directors be and are hereby authorised to allot such number of A Shares in the capital of the Company as may be required in connection with and pursuant to the terms of the Acquisition.
- 6 THAT the name of the Company be and is hereby changed to "Buchler Phillips".

DA Cunn (as attorney)
Neil Cooper

2 June 1999
Date

.....
James Gleave

.....
Date

DA Cunn (as attorney)
Frazer Gray

2 June 1999
Date

DA Cunn (as attorney)
Archibald Gray

2 June 1999
Date

DA Cunn (as attorney)
John Kelly

2 June 1999
Date

DA Cunn (as attorney)
Gary Squires

2 June 1999
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David Whitehouse

.....
Date

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Abram Gordon
(for and on behalf of Kroll
Associates U.K. Limited)

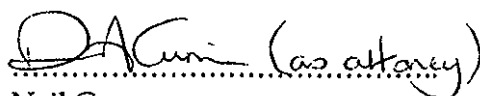
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(for and on behalf of Kroll O'Gara
UK Limited)

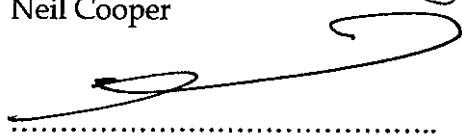
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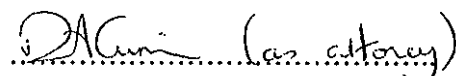
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 (as attorney)
.....
Neil Cooper

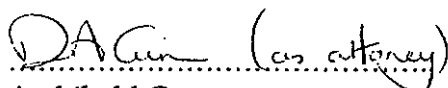
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James Gleave

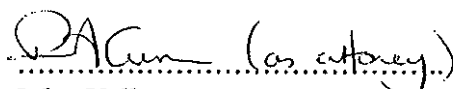
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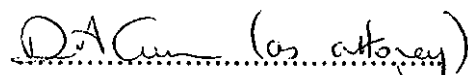
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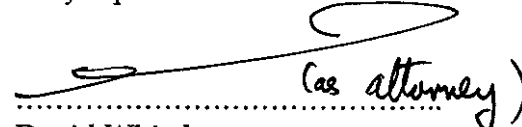
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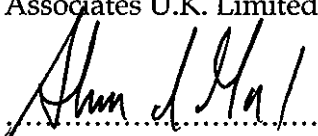
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