

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3795345

The Registrar of Companies for England and Wales hereby certifies that

PRECIS (1768) LIMITED

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

SUS 2 LIMITED

Given at Companies House, London, the 22nd July 1999



C03795345L

A.J. Harness
AJ HARNESS

For The Registrar Of Companies



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

Company No. 3795345



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

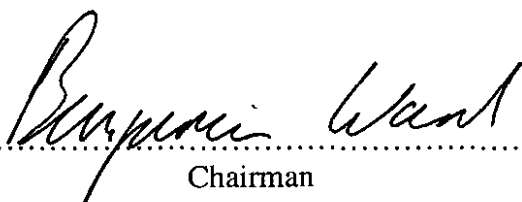
PRECIS (1768) LIMITED

Passed 20th July 1999

At an Extraordinary General Meeting of the above-named Company held at Exchange House, Primrose Street, London EC2A 2HS, duly convened, and held on 20th July 1999, the following Resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

THAT the name of the Company be changed to SUS 2 Limited.


.....
Chairman

N.C. £1.00
Coutes 041348
S.DAY