

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3856043

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

having by special resolution changed its name, is now incorporated
under the name of
SKYRAIL (UK) LIMITED

Given at Companies House, Cardiff, the 25th January 2001



C03856043O



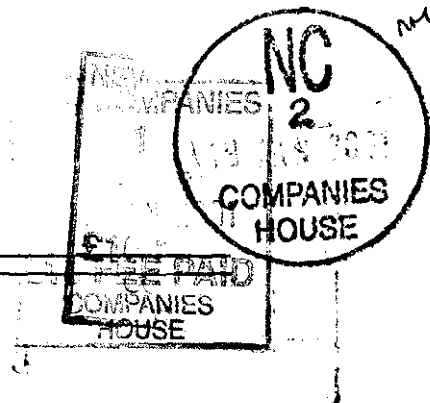
THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

100292

MONORAIL LTD



SPECIAL RESOLUTION

CHANGE OF NAME – COMPANIES ACT

COMPANY NUMBER: 3856043

COMPANY NAME: MONORAIL LTD

At an Extraordinary General Meeting of the members of the above named company, duly convened and held at 35 High Street Cottenham Cambs CB4 8SA on Monday 15 January 2001, the following Special Resolution was duly passed. That the name of the Company be changed to:

SKYRAIL (UK) LIMITED

SIGNATURE OF ROBERT FOSSETT, DIRECTOR



35 HIGH STREET COTTENHAM CAMBS CB2 4AS

T: 01954 203073 F: 01954 206130

Registered Address: 38 Broad Green, Wellingborough, Northants, NN8 4LH