

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3902746

The Registrar of Companies for England and Wales hereby certifies that

SETGILT LIMITED

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

P&O PRINCESS CRUISES LIMITED

Given at Companies House, Cardiff, the 22nd March 2000



C03902746L

A handwritten signature in black ink, likely of the Registrar, with the date 22/03/2000 written below it.

22/03/2000

For The Registrar Of Companies

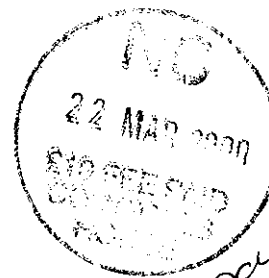


C O M P A N I E S H O U S E

00400055.

Company Number: 03902746

SPECIAL RESOLUTION
OF
SETGILT LIMITED



S10am
period
1100

INSTANT COMPANIES LIMITED, currently the sole member of the above-named Company, HEREBY PASSES the following written resolution pursuant to section 381A of the Companies Act 1985.

It is resolved:

That the name of the Company be changed to P&O PRINCESS CRUISES LIMITED

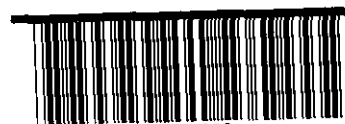
Date: 31st January 2000

(AUTHORISED SIGNATORY OF INSTANT COMPANIES LIMITED)

Sole member and director

Jordans Limited
21 St. Thomas Street
Bristol BS1 6JS
Ref: 3C4807/SYK

SMRES 1.CFP



PUB
COMPANIES HOUSE

P18SWP08

0404
22/03/00