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**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3985580

The Registrar of Companies for England and Wales hereby certifies that

MOZART EP LIMITED

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

MCKECHNIE EP HOLDINGS LIMITED

Given at Companies House, London, the 31st October 2000



C03985580U

N. Richards.
MR. N. RICHARDS

For The Registrar Of Companies



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

COMPANY NO. 3985580

MOZART EP LIMITED

(the *Company*)

WRITTEN MEMBERS' RESOLUTION

In accordance with section 381A of the Companies Act 1985, WE, being all the members of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, AGREE that the following resolution shall have effect as if passed by the Company in general meeting and accordingly WE RESOLVE:

THAT

1. the authorised share capital of the Company be increased from £1000 to £348,000 by the creation of 347,000 additional ordinary shares of £1 each ranking equally in all respects with the existing ordinary shares of £1 each in the capital of the Company.
2. the name of the Company be changed to "McKechnie EP Holdings Limited".
3. THAT in place of all existing authorities the directors be generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 to allot relevant securities (within the meaning of section 80) up to an aggregate nominal amount of £348,000 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) five (5) years after the date on which this resolution is passed, but the Company may make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities in pursuance of that offer or agreement as if this authority had not expired.
4. THAT subject to the passing of the resolution numbered 3 and in place of all existing powers the directors be generally empowered pursuant to section 95 of the Companies Act 1985 (the *Act*) to allot equity securities (within the meaning of section 94 of the Act) for cash, pursuant to the authority in the resolution numbered 3 (the *authority*), as if section 89(1) of the Act did not apply to the allotment. This power shall cease to have effect when the authority is revoked or (if not revoked) expires but the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired.



NIC 6100
sign
on account

Phil Carter

Signed on behalf of
Mozart (Jersey) Holdings No. 1 Limited

Date: 25.10.00

Phil Carter

Signed on behalf of
Mozart (Jersey) Holdings No. 2 Limited

Date: 25.10.00

Note

A copy of this resolution was sent to the Company's auditors, Arthur Andersen, on
26 October 2000 pursuant to s381B Companies Act 1985.

~~.....~~
on behalf of
Mozart EP Limited

We, the auditors of the Company, confirm that we received a copy of this resolution
on

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