

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4050460

The Registrar of Companies for England and Wales hereby certifies that

CITRUSBROOK LIMITED

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

NORQUIL LIMITED

Given at Companies House, Cardiff, the 3rd October 2000



C040504602

A handwritten signature in black ink, appearing to read 'N Goodfellow'.

For The Registrar Of Companies



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

Company No. 4050460

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING

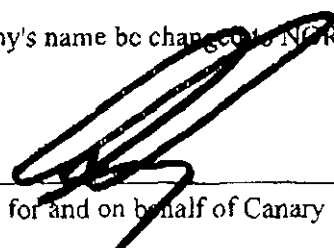
of

CITRUSBROOK LIMITED

Canary Wharf Holdings Limited, being the sole member of the Company who at the date of this resolution is entitled to attend and vote at a general meeting of the Company, RESOLVE, in accordance with section 381A of the Companies Act 1985, to pass the following as a written resolution:

THAT the Company's name be changed to NORQUIL LIMITED.

SIGNATURE: _____


for and on behalf of Canary Wharf Holdings Limited

DATE: _____

29/5/00