



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 20701

The Registrar of Companies for Scotland hereby certifies that

GLEN CREE LIMITED

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

DEBRETТА LIMITED

Given at Companies House, Edinburgh, the 1st October 1997



CSC0207010

ELA INGLIS

Registrar Of Companies



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

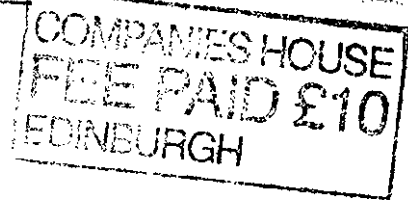
THE COMPANIES ACTS 1985 to 1989

WRITTEN RESOLUTION OF THE MEMBERS

OF

GLEN CREE LIMITED

REGISTERED NO: 20701



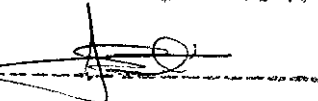

Pursuant to the provisions of Section 381 A of the Companies Act 1985 we, the undersigned, a member of the above company and having the right to attend and vote at a general meeting of the company hereby resolve as a special resolution:-

"That the name of the company be changed to DEBRETТА LIMITED."

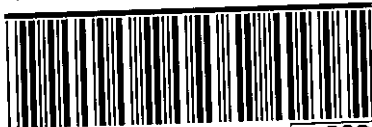
.....
FOR AND ON BEHALF OF
BANK OF SCOTLAND LONDON NOMINEES LIMITED

SIGNED AND DELIVERED AS A DEED BY
BANK OF SCOTLAND LONDON NOMINEES LIMITED
ACTING BY TWO DIRECTORS OR
A DIRECTOR AND SECRETARY.

Date: 22.9.97.


..... DIRECTOR

..... DIR./SEC.

3891



SCT *SYURFZJ8* 398
COMPANIES HOUSE 30/09/97

GI.ENCREE.2/EJCDR

Resolution presented by: W & J BURNES W.S.
16 HOPE STREET
EDINBURGH
Tel No: 0131 226 2561

Please return Certificate of Incorporation
on Change of Name to the above address.

22535949