

13 - 02 - 97

FILE COPY



CERTIFICATE OF INCORPORATION
ON RE-REGISTRATION OF A PUBLIC COMPANY
AS A PRIVATE COMPANY

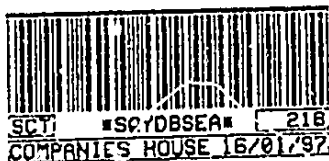
Company No. 101959

The Registrar of Companies for Scotland hereby certifies that

ROSYTH ROYAL DOCKYARD LIMITED

formerly registered as a public company has this day been re-registered under the Companies Act 1985 as a private company, and that the company is limited.

Given at Companies House, Edinburgh, the 16th January 1997



Diane Brooks
The Registrar Of Companies

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Company Number 101959

THE COMPANIES ACT 1985

PUBLIC COMPANY LIMITED
BY SHARES

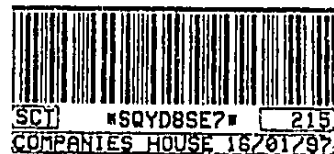
RESOLUTIONS
OF ROSYTH ROYAL DOCKYARD PLC

Passed on 15 January 1997

At an extraordinary general meeting of the above named Company duly convened and held at Rosyth Royal Dockyard on 15 January 1997 at ~~am/pm~~, the following resolutions were duly passed as indicated below:

SPECIAL RESOLUTIONS

1. THAT the Company be re-registered as a private company limited by shares under the Companies Act 1985 under the name of "Rosyth Royal Dockyard Limited".
2. THAT the Memorandum and Articles of Association of the Company be amended by:
 - 2.1 the deletion of the words " PUBLIC" and "PLC" in the headings on the front page of each of the Memorandum and Articles of Association and the substitution therefor of the words "PRIVATE" and "LIMITED" respectively; and
 - 2.2 the deletion of the existing clauses 1 and 2 of the Memorandum of Association and the substitution therefor of the following new clauses 1 and 2 respectively:



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1. "The name of the Company shall be ROSYTH ROYAL DOCKYARD LIMITED."
2. "The Company is to be a private company."

A. H. Smith

Chairman