



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 180194

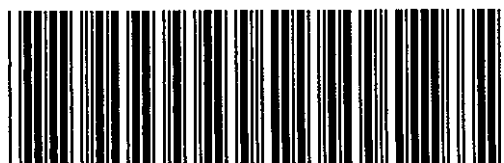
The Registrar of Companies for Scotland hereby certifies that

WJB (481) LIMITED

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

CHASE Search & Selection Limited

Given at Companies House, Edinburgh, the 23rd December 1997



CSC180194M

J. HENDERSON
Registrar Of Companies



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

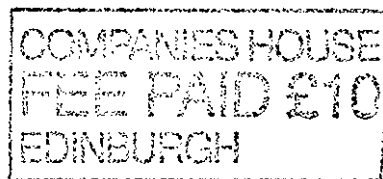
THE COMPANIES ACTS 1985 TO 1989

WRITTEN RESOLUTION OF THE SOLE MEMBER

OF

WJB (481) LIMITED

REGISTERED NO: 180194



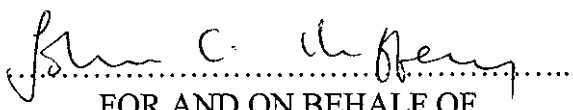
DATED: 15TH DECEMBER 1997

We, W. & J. Burness (Nominees) Limited, the sole member of the above company and having the right to attend and vote at a general meeting of the company hereby resolve as special resolutions:-

- (a) That the name of the company be changed to CHASE Search & Selection Limited.
- (b) That, the company, having been dormant since its formation resolves to make itself exempt from the obligation to appoint auditors as otherwise required by Section 384 of the Companies Act 1985.

We further resolve as elective resolutions:-

- (a) That the company hereby elects pursuant to Section 252 of the Companies Act 1985 to dispense with the laying of accounts and reports before the company in general meetings.
- (b) That the company hereby elects pursuant to Section 366 A of the Companies Act 1985 to dispense with the holding of Annual General Meetings.
- (c) That, in the event of the company ceasing to be dormant and requiring to appoint auditors, the company hereby elects pursuant to Section 386 of the Companies Act 1985 to dispense with the obligation to appoint auditors annually and that while this election is in force the remuneration of the auditors, if any, be fixed by the directors.


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FOR AND ON BEHALF OF
W. & J. BURNESS (NOMINEES) LIMITED
SOLE MEMBER

