



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 190392

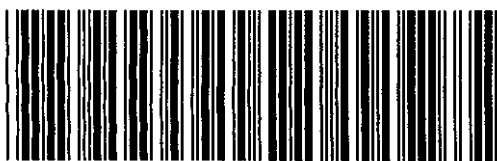
The Registrar of Companies for Scotland hereby certifies that

NEWCO (560) LIMITED

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

SCIENTIFICS GROUP SERVICES LIMITED

Given at Companies House, Edinburgh, the 23rd December 1998



CSC190392M

J. HENDERSON
Registrar Of Companies

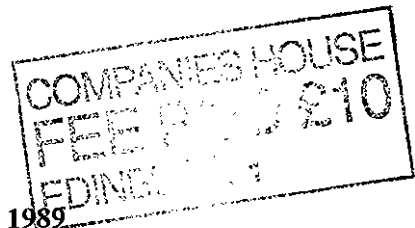


C O M P A N I E S H O U S E

NEWCO (560) LIMITED

Registered No. SC190392

THE COMPANIES ACTS 1985 AND 1989



COMPANY LIMITED BY SHARES

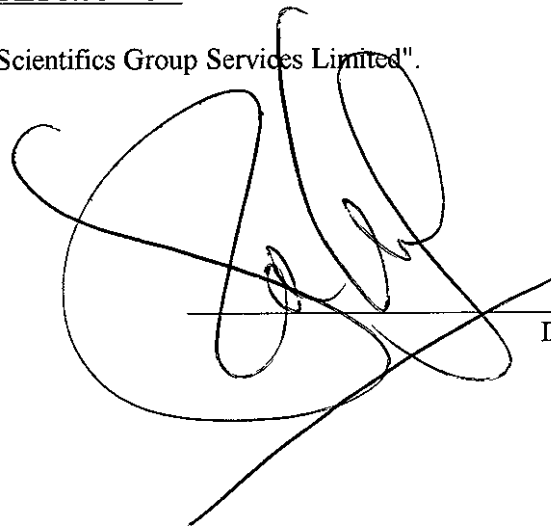
RESOLUTION

(Passed 15 December 1998)

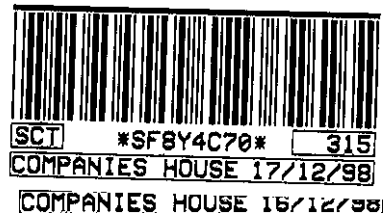
At an Extraordinary General Meeting of **NEWCO (560) LIMITED**, duly convened and held at 61 Castle Street, Edinburgh on 15 December 1998, the following Resolution was passed as a Special Resolution:-

SPECIAL RESOLUTION

THAT the name of the Company be changed to "Scientifics Group Services Limited".



Director



522N 44200