

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 34810

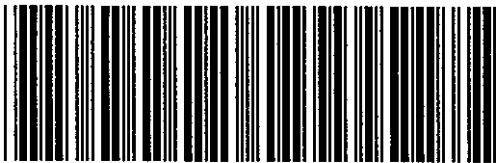
The Registrar of Companies for England and Wales hereby certifies that

FURNESS, WITHY & COMPANY, LIMITED

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

FW (HOLDINGS) LIMITED

Given at Companies House, Cardiff, the 23rd February 1998



C00034810M

R. C. Edwards
R. C. EDWARDS

For The Registrar Of Companies



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

Number of company: 00034810

THE COMPANIES ACT 1985

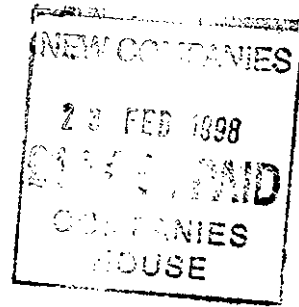
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

FURNESS, WITHY & COMPANY, LIMITED

(Passed 20 February 1998)



At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held on the 20 February 1998 at 53 Brighton Road, Redhill, Surrey RH1 6YL (all the members of the company having consented in writing to the holding of such meeting for the purpose of three quarters passing the following SPECIAL RESOLUTION without the giving of the statutory notice in that behalf) the following resolution was duly passed as a SPECIAL RESOLUTION :-

THAT with the consent of the Department of Trade & Industry, the name of the Company be and is hereby changed to: FW(Holdings)Limited".

Chairman