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**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

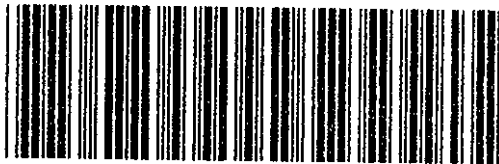
Company No. 3120711

The Registrar of Companies for England and Wales hereby certifies that
GROWTHCOIN PUBLIC LIMITED COMPANY

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

SECURICOR PUBLIC LIMITED COMPANY

Given at Companies House, London, the 22nd March 1996



C03120711L

S. Bashir.

For The Registrar Of Companies



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

No. 3120711



THE COMPANIES ACTS 1985 TO 1989
PUBLIC COMPANY LIMITED BY SHARES

ORDINARY AND SPECIAL RESOLUTIONS
of
GROWTHCOIN PUBLIC LIMITED COMPANY

(Passed Friday 22nd March, 1996)

At an Extraordinary General Meeting of the above-named Company duly convened and held the following were passed as Ordinary and Special Resolutions:

ORDINARY RESOLUTION

1. **THAT** the directors of the Company be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of section 80 of the Companies Act 1985) up to an aggregate nominal amount of £50,000 provided that this authority shall be in addition to that granted by Article 2(b) of the Company's Articles of Association and expire on 22nd March, 1997 save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

SPECIAL RESOLUTIONS

2. **THAT** the authorised share capital be increased by the creation of 50,000 Redeemable Preference Shares of £1 each having the rights and being subject to the restrictions set out below:

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Income

Out of the profits of the Company available for distribution and resolved to be distributed, the holders of the Redeemable Preference Shares shall be entitled in priority to the rights of the holders of any other class of shares in the capital of the Company for the time being in issue to be paid a cumulative preferential dividend ("preferential dividend") at the rate of $6\frac{9}{16}$ ths per cent. per annum (exclusive of any imputed tax credit available to such holders) on the nominal capital for the time being paid up or credited as paid up on the Redeemable Preference Shares held by them. Such preferential dividend shall accrue on a daily basis and be paid half-yearly on 30th September and 31st March in each year in respect of the six months ending on those respective dates (save that the first such payment shall be payable on 30th September 1996 in respect of the period since the date of allotment). The holders of the Redeemable Preference Shares shall not be entitled to participate further in the profits of the Company.

Capital

On a winding-up or other return of capital the holders of the Redeemable Preference Shares shall be entitled in priority to any payments to the holders of any other class of shares in the capital of the Company for the time being in issue to the repayment of the amount paid up on or credited as paid up on such Redeemable Preference Shares together with a sum equal to any arrears and accruals of the preferential dividend on such shares, irrespective of whether or not such dividend has been declared or earned or become due and payable, to be calculated down to and including the date of commencement of the winding-up (in the case of a winding-up) or the return of capital (in any other case). The Redeemable Preference Shares shall not otherwise entitle the holders thereof to participate in the assets of the Company.

Voting

The holders of the Redeemable Preference Shares shall not be entitled by reason of their holding thereof to receive notice of, nor to attend and vote at, general meetings of the Company.

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Transfer

The Redeemable Preference Shares shall not be transferable.

Redemption

Subject to the Companies Act 1985, the Company may at any time give not less than 4 days' notice to all or any of the holders of the Redeemable Preference Shares of its intention to redeem all or such other number of Redeemable Preference Shares held by such person on the date specified in such notice. Subject to such Act, a holder of Redeemable Preference Shares may at any time give not less than 4 days' notice to require the Company to redeem all or such other number of Redeemable Preference Shares held by such person on the date specified in such notice. The date specified in any notice of redemption given by the Company or a holder of Redeemable Preference Shares is hereafter referred to as the "Redemption Date".

On the Redemption Date the Company shall be entitled and (upon delivery to the Company of the relevant share certificate) bound to redeem the Redeemable Preference Shares the subject of the notice, and shall on the Redemption Date pay to the holder thereof the amounts paid up or credited as paid up on such shares together with a sum equal to all arrears and accruals (if any) of the preferential dividend thereon irrespective of whether or not such dividend has been declared or earned or become due and payable, to be calculated down to and including the Redemption Date. The preferential dividend on any Redeemable Preference Shares to be redeemed shall cease to accrue thereon following such Redemption Date, except in relation to any such shares in respect of which payment of the redemption monies is not made, for whatever reason, on the Redemption Date, in which case the preferential dividend shall continue to accrue from the relevant Redemption Date down to and including the actual date of payment in full of such redemption monies.

Certificates for Redeemable Preference Shares shall be deemed to have been cancelled to the extent appropriate on the date on which payment in full is made of the redemption monies in respect of the shares to which the certificate relates. Following any redemption of part only of the Redeemable Preference Shares in issue, certificates (if any) which then relate to Redeemable Preference Shares which have not been

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redeemed shall be delivered up to the Company and, subject only to such delivery up, the Company shall (free of charge) issue new definitive certificates in respect of those Redeemable Preference Shares which have not been redeemed.

If on any Redemption Date the Company is prohibited by law from redeeming all of the Redeemable Preference Shares then falling to be redeemed, it shall on such date redeem such number of the same as it may then lawfully redeem and shall redeem the balance as soon thereafter as it is not so prohibited. If the Company fails to make any partial redemption of Redeemable Preference Shares on any Redemption Date, then subsequent redemptions of Redeemable Preference Shares shall be deemed to be of these Redeemable Preference Shares which first became due for redemption.

Consequence of Redemption

Any Redeemable Preference Share redeemed shall thereafter, without any further resolution or consent, be sub-divided into (to the extent necessary) and redesignated as ordinary shares in the capital of the Company on the basis that each ordinary share so arising shall have the same nominal value as, and rank pari passu with, the ordinary shares in the capital of the Company then in issue, and the aggregate nominal value of all the ordinary shares so arising shall be equal to the aggregate nominal value of the Redeemable Preference Shares so sub-divided and redesignated. Forthwith on sub-division and redesignation of all the Redeemable Preference Shares, the rights attaching to the Redeemable Preference Shares (if then set out in the Company's articles of association) shall lapse and the relevant provisions of such articles shall be deemed to be deleted.

3. **THAT** the name of the Company be changed to "**Securicor Public Limited Company**".


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CHAIRMAN