

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3777089

The Registrar of Companies for England and Wales hereby certifies that

BUCHLER PHILLIPS LIMITED

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

KROLL BUCHLER PHILLIPS LIMITED

Given at Companies House, London, the 1st February 2000



C037770890


L. CONNELLY

For The Registrar Of Companies



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

Company No: 3777089



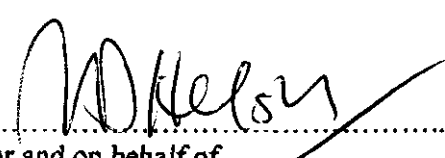
THE COMPANIES ACT 1985

BUCHLER PHILLIPS LIMITED
(the "Company")

Written resolutions of the undersigned being the holders of all of the issued shares of the Company, passed on the latest date set out next to the signatures below. These resolutions are passed pursuant to Regulation 53 of Table A to the Companies Act 1985 to the effect that such resolutions shall be deemed to be effective as if they had been passed at a general meeting of the Company duly convened and held.

THAT:

1. The name of the Company be and is hereby changed to "Kroll Buchler Phillips Limited"; and
2. The regulations attached to these resolutions be and are hereby adopted as the new Memorandum and Articles of Association of the Company in substitution for and to the exclusion of all existing regulations.


.....
for and on behalf of
Kroll Associates U.K. Limited

Dated: 31st January 2000

X 
.....
for and on behalf of
Kroll O'Gara U.K. Limited

Dated: 31st January 2000