

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3314066

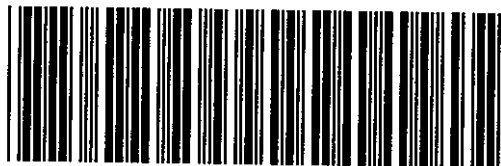
The Registrar of Companies for England and Wales hereby certifies that

C&J CLARK (NO 1) LIMITED

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

C&J Clark (1997) Limited

Given at Companies House, London, the 21st April 1997



C03314066K

S. Bashar

MISS S. BASHAR

For The Registrar Of Companies



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

Company No. 3314066



**COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION**

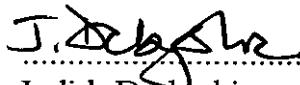
of

C&J CLARK (No 1) LIMITED
(Formerly Dunespend Limited)

At an extraordinary general meeting of the above named company, duly convened and held on 19 April 1997, the following resolution was passed as a special resolution:

SPECIAL RESOLUTION

THAT the name of the Company be changed to C&J Clark (1997) Limited


Judith Derbyshire
Company Secretary

19 April 1997

40 High Street
Street
Somerset
BA16 0YA

1/c-200-2/2
NW 7556

SPDA/LW971080.310/2+