

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3565673

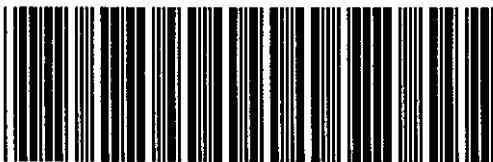
The Registrar of Companies for England and Wales hereby certifies that

OXENJADE LIMITED

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

DUKE STREET CAPITAL IV LIMITED

Given at Companies House, London, the 5th June 1998



C035656734

L. Barnes
MRS. L. BARNES

For The Registrar Of Companies



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

Company No. 3565673



THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING

of

OXENJADE LIMITED

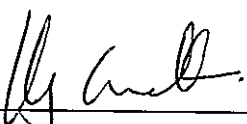
Clifford Chance Nominees Limited, being the sole member of the Company who at the date of these resolutions is entitled to attend and vote at a general meeting of the Company, RESOLVES, in accordance with section 381A of the Companies Act 1985, AS FOLLOWS:

SPECIAL RESOLUTIONS IN WRITING

1. THAT the Company's memorandum of association be altered by the adoption of a new clause 3(A) in the form of the annexed draft, initialled by the chairman for the purpose of identification, in substitution for existing clause 3(A).
2. THAT the Company's name be changed to Duke Street Capital IV Limited.

The written resolutions in paragraphs 1 and 2 take effect as special resolutions.

SIGNATURE:


for and on behalf of Clifford Chance Nominees Limited

DATE:

5/6/98

N/C £100"
NN 014150
S/DA