

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3341262

The Registrar of Companies for England and Wales hereby certifies that
DE FACTO 622 LIMITED

having by special resolution changed its name, is now incorporated
under the name of
GORANDEL TRADING (UK) LIMITED

Given at Companies House, Cardiff, the 27th June 1997



C03341262Q

E. P. Owen
MRS. E. P. OWEN

For the Registrar of Companies



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

HC006B

No. 3341262



THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

RESOLUTIONS

836607

of

DE FACTO 622 LIMITED

(Passed 18 June 1997)

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at 10 Snow Hill, London EC1A 2AL on 18 June 1997 at 4.50 a.m./p.m. the following resolutions were passed as special resolutions.

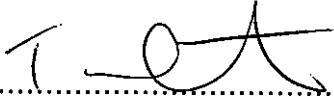
SPECIAL RESOLUTIONS

1. THAT, subject to the consent of the Registrar of Companies, the name of the Company be changed to "Gorandel Trading (UK) Limited".
2. THAT, pursuant to Section 4 of the Companies Act 1985, the objects clause of the Memorandum of Association of the Company be altered by deleting the present clauses 3(A)(i) and (ii), and substituting the following new clause therefor:-

"(A) To carry on all or any of the businesses of general merchants and traders, manufacturers, assemblers, distributors, importers, exporters, merchants, factors and shippers of and wholesale and retail dealers in goods, wares, produce, products, commodities, fancy goods, handicrafts and merchandise of every description, to act as agents for and to enter into agreements and arrangements of all kinds on behalf of such persons, firms or companies as may be thought expedient, and to negotiate, assign and mortgage or pledge for cash or otherwise, any such agreements and the payments due thereunder and any property the subject thereof, to carry on all or any of the businesses of mail order specialists, credit and discount traders, cash and carry traders, manufacturers' agents, commission and general agents, brokers, factors, warehousemen and agents in respect of raw and manufactured goods, of all kinds, and general railway, shipping and forwarding agents and transport contractors; to create, establish, build up and maintain an organisation for the marketing, selling, retailing, servicing,

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advertisement, distribution or introduction of the products, merchandise, goods, wares and commodities dealt in or services rendered by any persons, firms or companies and to participate in, undertake, perform and carry out all kinds of commercial, trading and financial operations and all or any of the operations ordinarily performed by import, export and general merchants, factors, shippers, agents, traders, distributors, capitalists and financiers, either on the Company's own account or otherwise; and to open and establish shops, stalls, stores, markets and depots for the sale, collection and distribution of the goods dealt in by the Company."



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TRAVERS SMITH SECRETARIES LIMITED
(authorised signatory)

Secretary