

FILE COPY



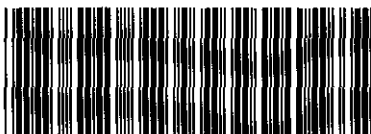
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3717746

The Registrar of Companies for England and Wales hereby certifies that
MENZIES NO.5 LIMITED

having by special resolution changed its name, is now incorporated
under the name of
MENZIES AVIATION GROUP (NL) LIMITED

Given at Companies House, Cardiff, the 23rd October 2003



C03717746M



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

THIS CERTIFICATE/~~DOCUMENT~~ SUPERCEDES THE
CERTIFICATE/~~DOCUMENT~~ IN FILE WHICH
INCORRECTLY QUOTED THE NAME OF THE COMPANY
AS *MENZIES AVIATION GROUP*
(NL) HOLDINGS LIMITED

HC006B

FILE COPY



RE-SCAN

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THIS CERTIFICATE/~~DOCUMENT~~ CONTAINS A
MISTAKE IN THE NAME OF THE COMPANY AND IS
SUPERSEDED BY THE CERTIFICATE/~~DOCUMENT~~
ON FILE.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC0068

019729

Company Number: 3717746

The Companies Act 1985

A Private Company Limited By Shares

WRITTEN RESOLUTION

OF

MENZIES No.5 LIMITED

Pursuant to Section 381A of the Companies Act 1985

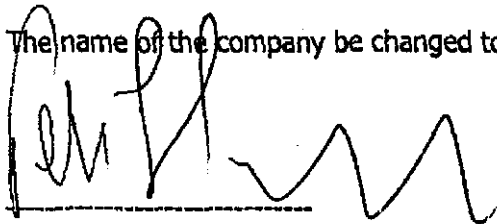
Passed the 14th day of October 2003

We, the undersigned, being all members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings hereby pass the following Resolution as a Special Resolution and agree that the said Resolution shall, pursuant to section 381A of the Companies Act 1985 as amended by the Companies Act 1989, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held:

SPECIAL RESOLUTION

That:

The name of the company be changed to Menzies Aviation Group (NL) Limited



For and on behalf of
Menzies Aviation Group Limited
The holders of 4 Ordinary £1 Shares

CERTIFIED TRUE COPY



ASSISTANT COMPANY SECRETARY

JOHN MENZIES PLC