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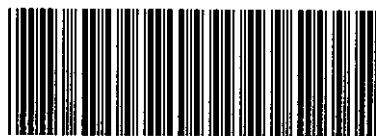
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2768180


The Registrar of Companies for England and Wales hereby certifies that
MITRE BUSINESS SERVICES LIMITED

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

Given at Companies House, Cardiff, the 9th April 1997



C027681808


G. A. DENTON

For the Registrar of Companies



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

HC006B

Number of Company : 2768180

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION

of

MITRE BUSINESS SERVICES LIMITED

Passed on the 27th day of March 1997

At an Extraordinary General Meeting of the members of the above Company duly convened and held at Rowntree Wharf Navigation Road York on the 27th day of March 1997 the following Resolution was passed as a Special Resolution of the Company:-

"That the name of the Company be and is hereby changed to Mitre Holdings Limited".



Chairman

