

FILE COPY



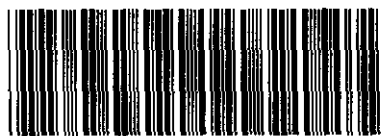
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 459576

The Registrar of Companies for England and Wales hereby certifies that
STAR DIAMOND COMPANY LIMITED

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

Given at Companies House, Cardiff, the 29th December 2000



C00459576S



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC006B

006127

28735/CRE

29

NEW COMPANIES
2
18 DEC 2000
FEE PAID
COMPANIES
HOUSE

STAR DIAMOND COMPANY LIMITED

Company No: 00459576

121 DEC 2000
COMPANIES
HOUSE

The Companies Acts 1985 and 1989

We, the undersigned, being all the 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

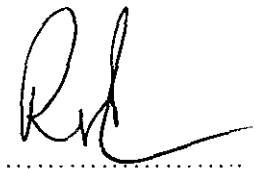
STAR INDUSTRIAL HOLDINGS LIMITED

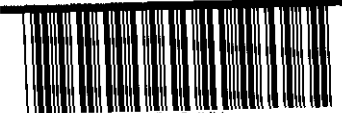

Dated: 23 November 2000

The Members:


.....
Daniel David Fiszman


.....
for and on behalf of
P Loose and J L M Shelford


.....
for and on behalf of
NAIRAC LTD


LD2 *LHRL2HMY* 0490
COMPANIES HOUSE 21/12/00

LD4 *LGXUPWJX* 0017
COMPANIES HOUSE 18/12/00