

No: 4138203

THE COMPANIES ACT 1985 (AS AMENDED)

Company limited by shares

RESOLUTIONS

of

TRUSHELFCO (NO.2758) LIMITED

At an Extraordinary General Meeting of the above-named Company duly convened and held on 24th January, 2001 the following resolutions were passed, resolution 1 as a special resolution and resolutions 2 and 3 as ordinary resolutions:

RESOLUTIONS

1. That the name of the Company be changed to Consignia Limited.
2. That the authorised share capital of the Company be increased to £50,000 by the creation of 49900 additional Ordinary Shares of £1 each.
3. That, pursuant to section 80 of the Companies Act 1985, the directors be and they are hereby authorised generally and unconditionally to allot relevant securities (as defined in section 80 of the Companies Act 1985) up to an aggregate nominal amount of £49,998 provided that this authority, unless renewed, shall expire on the date five years from the date on which this resolution is passed save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot the relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

GRO

Chairman of the Meeting

Nic Noted

20.01.01

20.01.01

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CERTIFICATE OF INCORPORATION

ON CHANGE OF NAME

AND RE-REGISTRATION OF A PRIVATE COMPANY

AS A PUBLIC COMPANY

Company No. 4138203

The Registrar of Companies for England and Wales hereby certifies that

TRUSHELFCO (NO.2758) LIMITED

formerly registered as a private company having changed its name and having this day been re-registered under the Companies Act 1985 as a public limited company is now incorporated under the name of

CONSIGNIA PUBLIC LIMITED COMPANY

and that the company is limited.

Given at Companies House, London, the 26th January 2001

GRO

For The Registrar Of Companies



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