

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1547390

The Registrar of Companies for England and Wales hereby certifies that
HORNBY GROUP PLC

having by special resolution changed its name, is now incorporated
under the name of
HORNBY PLC

Given at Companies House, Cardiff, the 19th August 1996



C01547390I


A. F. FLETCHER

For the Registrar of Companies



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

HC006B

Company Number: 1547390

THE COMPANIES ACT 1985
PUBLIC COMPANY LIMITED BY SHARES
SPECIAL RESOLUTIONS

of

HORNBY GROUP PLC

Passed the 8th day of August 1996

AT the EXTRAORDINARY GENERAL MEETING of the Company duly convened and held on the above date the following resolutions were duly passed as SPECIAL RESOLUTIONS of the Company:

SPECIAL RESOLUTION

"THAT the name of the Company be changed to "Hornby Plc"."

SPECIAL RESOLUTION

"THAT the regulations in the form produced to the meeting and signed by the Chairman for the purposes of identification be approved and adopted as articles of association of the Company in substitution for and to the exclusion of the existing articles of association."

Dr. [Signature]

Chairman

mlan/h546/39/n2
(jlar)

