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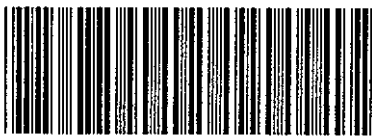
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3563952

The Registrar of Companies for England and Wales hereby certifies that
HADROL LIMITED

having by special resolution changed its name, is now incorporated
under the name of
THOMAS MERCER SYSTEMS LIMITED

Given at Companies House, Cardiff, the 27th May 1998



C03563952Q

E.P. Owen
MRS. E. P. OWEN

For the Registrar of Companies



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

HC006B

The Companies Acts 1985 and 1989

Company Number: 3563952

SPECIAL RESOLUTION

of



HADROL LIMITED

At an Extraordinary General Meeting of the Members of the above named Company, duly convened and held at Crwys House, 33 Crwys Road, Cardiff, CF2 4YF on the 20th day of May, 1998 the following Special Resolution was duly passed:

IT WAS RESOLVED that subject to the consent of the Department of Trade the name of the Company be changed to:

THOMAS MERCER SYSTEMS LIMITED

DIRECTOR/MEMBER:..... *A. Paul*.....
(An Authorised Signatory on behalf of Combined Nominees Limited)

PRESENTED BY: ICC COMPANY FORMATIONS
Crwys House
33 Crwys Road
Cardiff
CF2 4YF