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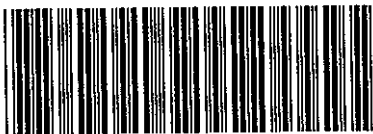
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2672031

The Registrar of Companies for England and Wales hereby certifies that
W. EDE & CO. LIMITED

having by special resolution changed its name, is now incorporated
under the name of
EDE'S (UK) LTD.

Given at Companies House, Cardiff, the 1st January 1998



C026720310

R. C. Edwards
R. C. EDWARDS

For the Registrar of Companies



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

HC006B

Company Number 2672031

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

(Pursuant to S. 378 (2) of the Companies Act 1985)

OF

W. EDE & CO. LIMITED

Passed: 28th August 1997

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at: Ede's Business Park

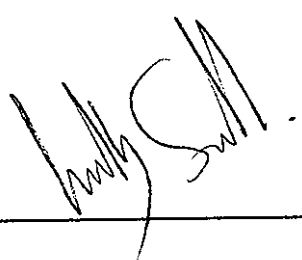
on the: 28th day of August 1997

the subjoined SPECIAL RESOLUTION was duly passed, viz:-

RESOLUTION

That the name of the Company be changed to:

EDE'S (UK) LTD.

Signature 

Note:- To be filed within 15 days after the passing of the Resolution.

DOUGLAS COMPANY SERVICES LTD
REGENT HOUSE, 316 BEULAH HILL
LONDON SE19 3NF
TEL: 0181-761 1176 (10 LINES)
FAX: 0181-761 7486 (4 LINES)
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