

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 54713

The Registrar of Companies for England and Wales hereby certifies that
HEPWORTH REFRACTORIES (HOLDINGS) LIMITED

having by special resolution changed its name, is now incorporated
under the name of
REFRACO (UK) LIMITED

Given at Companies House, Cardiff, the 13th May 1997



C00054713C


MRS. L. PARRY

For the Registrar of Companies



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

HC006B

HEPWORTH REFRACTORIES (HOLDINGS) LIMITED

(the Company)

WRITTEN MEMBERS' RESOLUTION

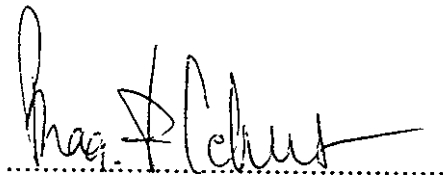
In accordance with section 381A of the Companies Act 1985, WE, being all the members of the Company who at the date of this resolution would be entitled to attend and vote at a meeting of the Company, AGREE that the following resolution shall have effect as if passed by the Company in general meeting and accordingly WE RESOLVE:

SPECIAL RESOLUTION

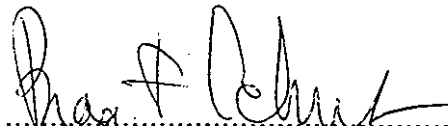
THAT the regulations in the form annexed to this resolution be adopted with immediate effect as the new articles of association of the Company to replace in their entirety the existing articles of association of the Company.

SPECIAL RESOLUTION

THAT the name of the Company be changed to "Refraco (UK) Limited".



Hepworth R&M Limited
acting by
its duly authorised attorney



Hepworth Nominee Limited
acting by
its duly authorised attorney

Dated: 15 APRIL 1997

Dated: 15 APRIL 1997

