

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 287790

The Registrar of Companies for England and Wales hereby certifies that
SIMON UK LTD

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

SIMON ENGINEERING LIMITED

Given at Companies House, London, the 9th June 1997



C002877908

L. Barnes
MRS. L. BARNES

For The Registrar Of Companies



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

No 287790



THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

SIMON U K LIMITED


Company No 287790

Passed the 9th day of June 1997

At an Extraordinary General Meeting of the above-named Company duly convened and held on 9th June 1997, the following resolution was duly passed as a Special Resolution:-

Special Resolution

THAT, subject to the proposed special resolution of the members of Simon Engineering plc to change that company's name to Simon Group Public Limited Company being passed later this day, the name of the Company be changed to Simon Engineering Limited.


.....
CHAIRMAN OF THE MEETING

N/c £3000

LB 000899

S/DAY

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