

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 306023

The Registrar of Companies for England and Wales hereby certifies that
WEYBURN-BARTEL LIMITED

having by special resolution changed its name, is now incorporated
under the name of
FEDERAL-MOGUL CAMSHAFTS LIMITED

Given at Companies House, Cardiff, the 8th July 1998



C003060237

R. C. Edwards
R. C. EDWARDS

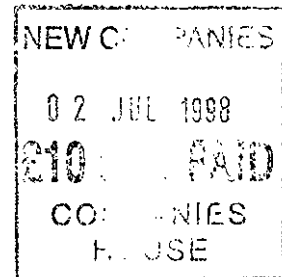
For the Registrar of Companies



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

HC006B

WEYBURN-BARTEL LIMITED
COMPANY NO: 306023
THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION



Pursuant to Section 378 of the Companies Act 1985

At an Extraordinary General Meeting of the members of the above named company, duly convened and held at Manchester International Office Centre, Styal Road, Manchester M22 5TN on 17th June 1998, the following SPECIAL RESOLUTION was passed, viz:-

That the name of the company be changed to Federal-Mogul Camshafts Limited.

Signed:

Position:

COMPANY SECRETARY

NOTE To be filed within 15 days of the passing of the special resolution

