

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

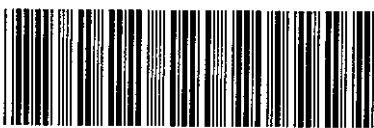
Company No. 345727

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

having by special resolution changed its name, is now incorporated
under the name of
ROLLS-ROYCE INDUSTRIAL & MARINE POWER LIMITED

Given at Companies House, Cardiff, the 1st September 1995

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



C003457270

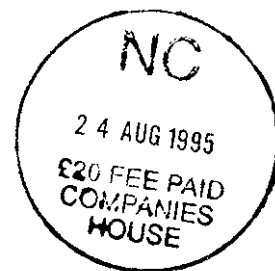
For the Registrar of Companies



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

HC006B

COMPANY NUMBER : 345727



THE COMPANIES ACT 1985

WELLMAN CRANES LIMITED

SPECIAL RESOLUTION

Passed 23rd August 1995

At the Extraordinary General Meeting of

WELLMAN CRANES LIMITED

held at NEI House, Regent Centre, Newcastle upon Tyne NE3 3SB on 23rd August 1995 the following resolution was passed as a SPECIAL RESOLUTION :-

"That the name of the Company be changed to ROLLS-ROYCE INDUSTRIAL & MARINE POWER LIMITED."


Director

BIRR

BUSINESS INFORMATION
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