

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 383505

The Registrar of Companies for England and Wales hereby certifies that

FOSECO LIMITED

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

FOSECO OVERSEAS LIMITED

Given at Companies House, London, the 5th April 2005



C003835054



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



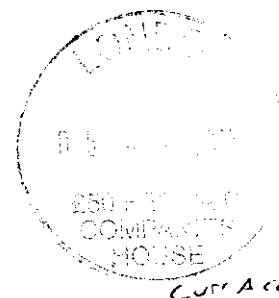
Companies House

— for the record —

No. 383505

FOSECO LIMITED (the "Company")

MEMBER'S WRITTEN RESOLUTION



I, the undersigned, as authorised representative of Foseco UK Limited, the sole member of the Company, who (at the date hereof) would have been entitled to attend and vote upon the resolution set out below if it had been proposed at a general meeting of the Company, hereby agree pursuant to regulation 53 of Table A (adopted by article 2 of the Company's articles of association) to the passing of the resolution set out below by way of written resolution:

THAT the name of the Company be changed to "Foseco Overseas Limited".

.....
for and on behalf of
Foseco UK Limited

Date: 1 April 2005



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