

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 872262

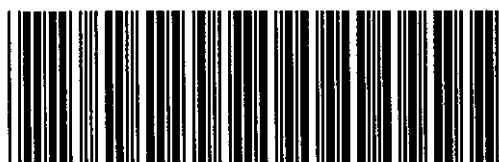
The Registrar of Companies for England and Wales hereby certifies that

COXDOME LIMITED

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

COX BUILDING PRODUCTS LIMITED

Given at Companies House, Cardiff, the 1st December 1998



C008722620

For The Registrar Of Companies



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

CON 06364 RWT

COMPANY REGISTRATION NUMBER 872262

COXDome

SPECIAL RESOLUTION

OF

COXDOME LIMITED



(PASSED: 19TH OCTOBER 1998)

At an Extraordinary General Meeting of the above - named Company duly
Convened and held at Icknield Way, Tring, HP23 4RF on
19th October 1998 the following Special Resolution was duly passed.

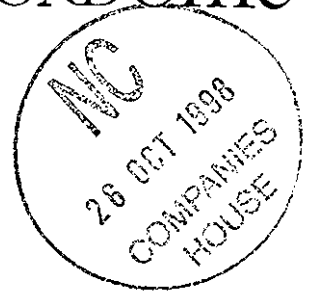
SPECIAL RESOLUTION

"That the name of the company be changed with effect from 1st December, 1998,
to Cox Building Products Limited"

M.J. SLADE
FINANCE DIRECTOR



COXDome



COXDOME LIMITED

MINUTES OF AN EXTRAORDINARY GENERAL MEETING OF
THE BOARD OF DIRECTORS HELD AT ICKNIELD WAY, TRING,
HP23 4RF ON 19TH OCTOBER, 1998, AT 10.00AM.

Present: G. Cartwright
J.W. Stonell
M.J. Slade
J. Hannah

CHANGE OF COMPANY NAME

It was resolved that the name of the company be changed with effect from
1st December, 1998, to Cox Building Products Ltd.

THE MEETING THEN TERMINATED

M.J. SLADE
FINANCE DIRECTOR



R/o as above