

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1037372

The Registrar of Companies for England and Wales hereby certifies that
GARLAND CATERING EQUIPMENT LIMITED

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

Given at Companies House, Cardiff, the 1st September 1997



C010373720

A handwritten signature in black ink, appearing to read 'G A Brenton'.

G A BRENTON

For the Registrar of Companies



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

HC006B

Com 14659



Number of Company: 1037372

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

GARLAND CATERING EQUIPMENT LIMITED

Passed on 7th August 1997

By a Written Resolution dated 7th August 1997 of the sole Member of the above-named Company, the following resolution was duly passed as a Special Resolution of the Company.

SPECIAL RESOLUTION

That with the Sanction of the Department of Trade the name of the Company be changed to: Welbilt UK Limited.

A handwritten signature in dark ink, appearing to be "J. L. L. L.", written over a dotted line.

For and on behalf of
Berisford Industrial Holdings Limited