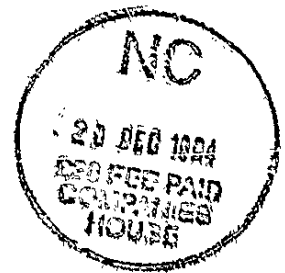


Company Number 1080126

WRITTEN RESOLUTION OF
THE SOLE MEMBER OF

Cooper (Great Britain) Ltd.



We, Cooper (U.K.) Limited, being the Sole Member for the time being of the above-named Company entitled to receive notice of and to attend and vote at General meetings HEREBY PASS the following resolution as a Written Resolution and agree that the said resolution shall, pursuant to Article 7 of the Articles of Association of the Company, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

THAT the name of the company be changed to CoopCam (U.K.) Limited.

Dated this 16th
day of December 1994.

Diane K. Schwaner
duly authorised officer of
Cooper (U.K.) Limited

AB001812.WP



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1080126

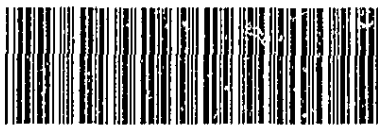
The Registrar of Companies for England and Wales hereby certifies that
COOPER (GREAT BRITAIN) LTD.

having by special resolution changed its name, is now incorporated
under the name of
COOPCAM (U.K.) LIMITED

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

P. A. H. Jones

P. A. H. JONES



C01080126U

For the Registrar of Companies



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