

FILE COPY



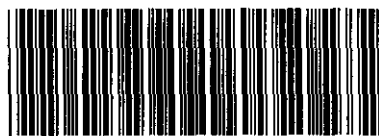
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1126513

The Registrar of Companies for England and Wales hereby certifies that
CARADON EUROPE LIMITED

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

Given at Companies House, Cardiff, the 26th February 2001



C01126513P



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

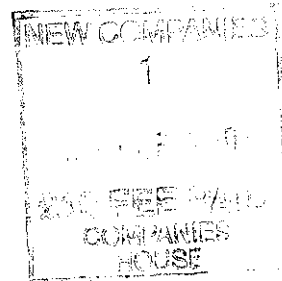


Companies House
— for the record —

HC006B

011 829
Company No. 1126513

The Companies Act 1985
Company Limited by Shares



SPECIAL RESOLUTION

of

CARADON EUROPE LIMITED

Passed on 20 February 2001

At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held at Novar House, 24 Queens Road, Weybridge, Surrey KT13 9UX on 20 February 2001, the following Special Resolution was passed:

SPECIAL RESOLUTION

THAT the name of the Company be changed to Caradon Jones Limited.


D Burningham
Secretary

