

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1131161

The Registrar of Companies for England and Wales hereby certifies that

FEDERAL- MOGUL EUROFRICTION LIMITED

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

EUROFRICTION LIMITED

Given at Manchester, the 1st October 1998



C011311610

F. Grachin

For The Registrar Of Companies



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

FEDERAL-MOGUL EUROFRICTION LIMITED

COMPANY NO: 1131161

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

Pursuant to Section 378 of the Companies Act 1985

At an Extraordinary General Meeting of the members of the above named company, duly convened and held at Manchester International Office Centre, Styal Road, Manchester M22 5TN on 1st October 1998, the following SPECIAL RESOLUTION was passed, viz:-

That the name of the Company be changed to:

Eurofriction Limited

Signed:

Patricia J. Robinson

Position:

SECRETARY.

NOTE

To be filed within 15 days of the passing of the special resolution



#100 REC'D