

Company No. 1352995



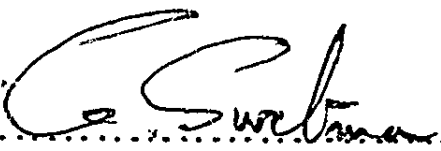
SPECIAL RESOLUTION IN WRITING OF MEMBERS


THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
OF
CURZON RISE LIMITED

Pursuant to Regulation 53 of Table A in the Schedule to the Companies (Tables A-F) Regulations 1985 (which forms part of the Articles of Association of the Company) we being all the Members of the Company for the time being entitled to receive notice of and to attend and vote at General Meetings of the Company HEREBY RESOLVE the following as a Special Resolution of the Company:-

SPECIAL RESOLUTION

THAT: the name of the Company be and is hereby changed to MORGAN HOLDINGS INTERNATIONAL LIMITED.


.....
For and on behalf of
THE MORGAN CRUCIBLE COMPANY plc


.....
For and on behalf of
PETTY FRANCE INVESTMENT NOMINEES LIMITED

Dated: 6th March 1989



NW/E49/016794.

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**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1352995

I hereby certify that

CURZON RISE LIMITED

having by special resolution changed its name,

is now incorporated under the name of

MORGAN HOLDINGS INTERNATIONAL LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 15 MARCH 1989

A handwritten signature in dark ink, appearing to read 'D. James', written over a circular stamp.

D. JAMES

an authorised officer