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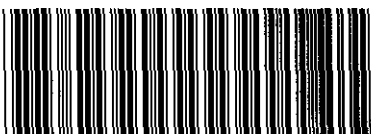
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1588199

The Registrar of Companies for England and Wales hereby certifies that
ENGLISH CHINA CLAYS PENSION FUND TRUSTEES LIMITED

having by special resolution changed its name, is now incorporated
under the name of
IMERYS UK PENSION FUND TRUSTEES LIMITED

Given at Companies House, Cardiff, the 30th November 2001



C01588199T



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

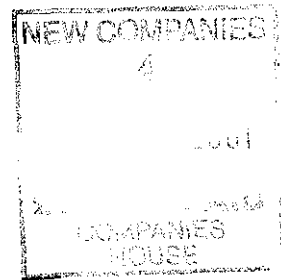


Companies House
— for the record —

HC006B

104610

The Companies Act 1985
Company Limited by Shares



Special Resolution

Company Number

1588199

English China Clays Pension Fund Trustees Limited

At the Extraordinary General Meeting of the Company, duly convened and held at:

John Keay House, Tregonissey Road, St Austell, CORNWALL PL25 4DJ

on 21st November 2001

the following **SPECIAL RESOLUTION** was duly passed:

THAT the company's name be changed to Imerys UK Pension Fund Trustees Limited.

Signed

Position

Company Secretary

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

