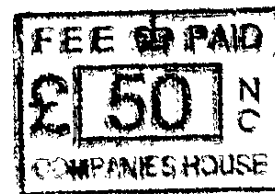


Company No: 1824475

THE COMPANIES ACT 1985



COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

JOHNSON FILTRATION SYSTEMS LIMITED

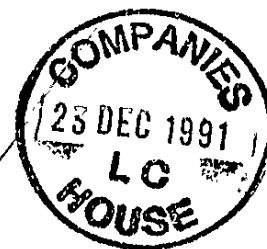
Passed on 19th December 1991

At an extraordinary general meeting of the above-named Company duly convened and held on 19th December 1991 the following resolution was duly passed as a special resolution of the Company:-

SPECIAL RESOLUTION

THAT, with the consent of the Registrar of Companies, the name of the Company be changed to "JFS (UK) LIMITED".


Godfrey Hope
Chairman



DRAMMONDS 041179
£400 P2
SATURDAY

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**


Company No. 1824475

The Registrar of Companies for England and Wales hereby certifies that
JOHNSON FILTRATION SYSTEMS LIMITED

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

JFS (UK) LIMITED

Given at Companies House, London, the 23rd December 1991

C. O. 

D. O. FRIEND

For The Registrar Of Companies



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