

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1908750

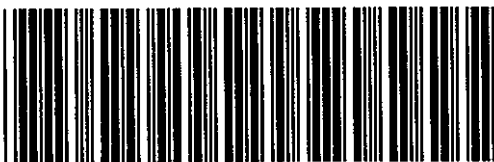
The Registrar of Companies for England and Wales hereby certifies that

PEGASUS AIRWAVE LIMITED

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

PEGASUS EGERTON LIMITED

Given at Companies House, London, the 1st March 1999



C019087500

A.J. Harness
A J HARNESS

For The Registrar Of Companies



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

Company No. 1908750

THE COMPANIES ACTS 1985 AND 1989



PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

PEGASUS AIRWAVE LIMITED

We, being the sole member of the Company who at the date of this resolution is entitled to attend and vote at general meetings of the Company, hereby **RESOLVE** that the following resolution be passed as a written resolution having effect as a special resolution of the Company in accordance with section 381A Companies Act 1985 and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held

THAT:-

the Company's name be changed to Pegasus Egerton Limited with effect from 1 March 1999.

Dated 22 February 1999


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Getinge Industries (UK) Limited