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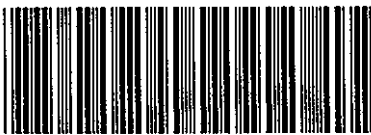
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2354253

The Registrar of Companies for England and Wales hereby certifies that
BAINBRIDGE/AQUABATTEN LIMITED

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

Given at Companies House, Cardiff, the 27th September 1996



C02354253Q

R. G. Edwards
R. G. EDWARDS

For the Registrar of Companies



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

HC006B

Number of Company: 2354253

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES



WRITTEN RESOLUTION
(Pursuant to s. 381A of the Companies Act 1985)

OF

BAINBRIDGE/AQUABATTEN LIMITED

DATED *12th September* **1996**

The following Resolution was agreed to by all the members entitled to attend and vote at General Meetings of the Company and signed by or on behalf of the last such member on the *12th* day of *September* 1996

RESOLUTION

THAT, the name of the Company be changed to BAINBRIDGE INTERNATIONAL LIMITED

Signature *[Signature]*

To be signed by
the Chairman, a
Director, or the
Secretary of the Company.

NOTE - To be filed within 15 days after the passing of the Resolution(s).

