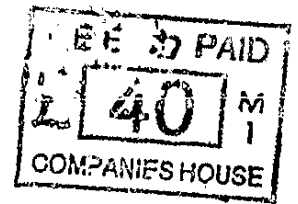


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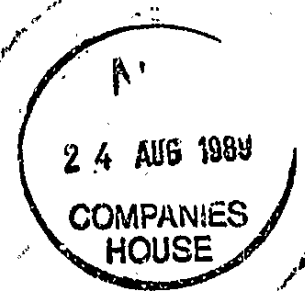
THE COMPANIES ACT 1985

Company limited by shares

RESOLUTIONS

of

TRUSHELFECO (NO.1474) LIMITED

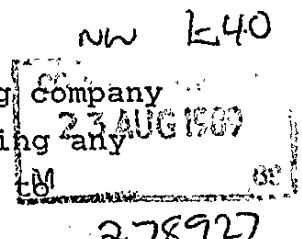


At an extraordinary general meeting of the above-named Company duly convened and held on 22nd August, 1989 the following resolutions were passed as special resolutions:-

RESOLUTIONS

1. That the name of the Company be changed to Draka U.K. Ltd.
2. That the objects of the Company be altered by the addition of the following sub-clause as the new sub-clause (A) of clause 3 so that the existing sub-clause (A) of clause 3 becomes sub-clause (B) of clause 3 and the remaining sub-clauses of clause 3 are renumbered accordingly:-

"(A) To carry on business as a holding company of any body corporate carrying on or having any trade or business of whatever nature and to



dispose of or otherwise deal with its interest in any such body corporate and to co-ordinate, finance and manage all or any part of the operations of any such body corporate and to carry on through any such body corporate any activities which the Company is authorised to carry on and to make any arrangement whatsoever with any such body corporate (including any arrangements for the taking of profits or bearing the losses of any such body corporate) as the Board of Directors of the Company may think fit."

3. That the articles of association of the Company be altered by the deletion of Regulation 23 thereof and the substitution therefor of the following Regulation 23:-

"23. Notice of a meeting of the Directors shall be deemed to be properly given to a Director if it is given to him personally or by word of mouth or sent in writing to him at his last known address or any other address given by him to the company for this purpose, or by any other means authorised in writing by the Director concerned. A Director absent or intending to be absent from the United Kingdom may request the Directors that notices of meetings of the Directors shall during his absence be sent in writing to him at an address or to a fax or telex number given by him to the company for this purpose. A Director may waive notice of any meeting either prospectively or retrospectively. Regulation 88 of Table A shall be modified accordingly."



.....
Chairman of the meeting

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2403845

I hereby certify that

TRUSHELFCO (NO. 1474) LIMITED

having by special resolution changed its name,

is now incorporated under the name of

DRAKA U.K. LTD.

Given under my hand at the Companies Registration Office,
Cardiff the 31 AUGUST 1989


P. BEVAN

an authorised officer