

No.2456097

COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

YEARMERIT LIMITED

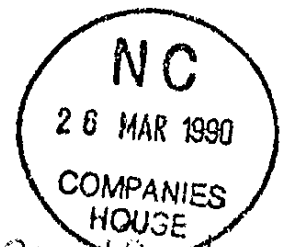
(Passed on 13 March 1990 1990)

At a duly convened Extraordinary General Meeting of the above-named company held at Coast Road, Wallsend, Tyne & Wear

on 13 March 1990, the following resolutions were duly passed as Special Resolutions:-

1. That the name of the Company be changed to Freudenberg Angus Pension Trust Company Limited.
2. That the Memorandum of Association of the Company be altered by the deletion of Clause 3(A) thereof and substituting therefor the new Clause 3(A) set forth in the document now produced to the Meeting and signed for purposes of identification by the Chairman of the Meeting.


.....
Chairman

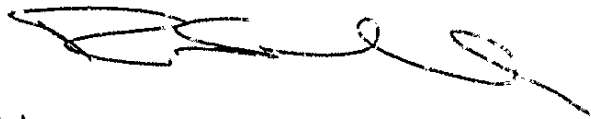


2865/E40/009894.
2d2200.g/jh/B

(a) (i) To undertake and discharge the office of trustee of any superannuation scheme, pension scheme, widows' and orphans' scheme, provident or pension scheme or other fund, scheme, trust, club or association and whether contributory or non-contributory now or at any time hereafter established or carried on solely or primarily for the benefit of employees of any person, firm or company, or for wives, widows, children, dependants or connections of any such employees.

(ii) To undertake and carry on the office or offices and duties of trustee, executor, administrator, liquidator, receiver, committee, attorney or nominee of or for any person, company, corporation, association, government, state, municipal or other body, politic or corporate and to carry on the trade or business of providing clerical and administrative services.

(iii) To act and perform and to carry out all duties and to exercise all the powers, authorities and all discretions or incidental to or arising out of all trusteeships for the time being held by or vested in the Company and to accept and undertake any appointment whether as nominee or trustee or as manager of a trust, either gratuitously or upon such terms as may from time to time be laid down.

A handwritten signature in black ink, consisting of a series of loops and a long horizontal stroke.

AKK/2d2200.h

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2456097

I hereby certify that

YEARMERIT LIMITED

having by special resolution changed its name,

is now incorporated under the name of

**FREUDENBERG ANGUS PENSION TRUST COMPANY
LIMITED**

Given under my hand at the Companies Registration Office,

Cardiff the 26 MARCH 1990

M. Moss
MRS. M. MOSS

an authorised officer