

04 - 03 - 97

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2609164

The Registrar of Companies for England and Wales hereby certifies that

PROCORD LIMITED

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

JOHNSON CONTROLS LIMITED

Given at Birmingham, the 28th February 1997



C02609164R

N. [Signature]

N. [Signature]

For The Registrar Of Companies

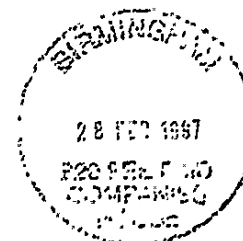


COMPANIES HOUSE

04 - 03 - 97

No 2609164

THE COMPANIES ACTS 1985 AND 1989



Share
Part of £200
709648

PRIVATE COMPANY LIMITED BY SHARES

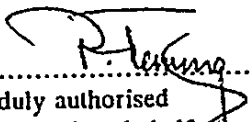
WRITTEN RESOLUTION

of

PROCORD LIMITED

Johnson Controls (UK) Limited being the sole member of the Company hereby passes the following resolution as a written resolution having effect as a Special Resolution in accordance with section 381A Companies Act 1985 and the articles of association of the Company:-

That the name of the Company be changed to Johnson Controls Limited


.....
duly authorised
for and on behalf of
Johnson Controls (UK) Limited

28 February 1997
.....
Date