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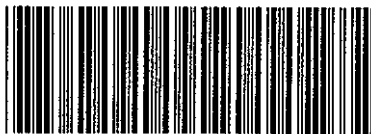
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2624592

The Registrar of Companies for England and Wales hereby certifies that
MILFORD-ASTOR LIMITED

having by special resolution changed its name, is now incorporated
under the name of
M.A. RIB LIMITED

Given at Companies House, Cardiff, the 23rd April 1998



C02624592M


N. BUTLER

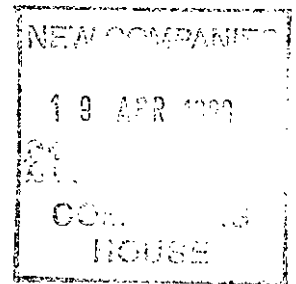
For the Registrar of Companies



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

HC006B

23-4,



MILFORD-ASTOR LIMITED

(Registered number 2624592)

WRITTEN RESOLUTION PURSUANT TO
REGULATION 53 OF TABLE A EMBODIED
IN THE ARTICLES OF ASSOCIATION OF THE COMPANY

WE, the undersigned, being the only member of the Company resolve that the name of the
Company be changed to M.A. RIB Limited.

A handwritten signature in cursive script, reading "James A. Petrucci".

ASTOR UNIVERAL CORPORATION

8th April 1998

DATE

