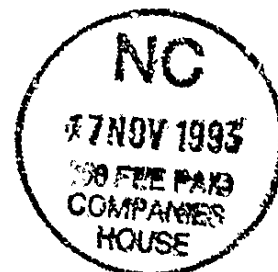


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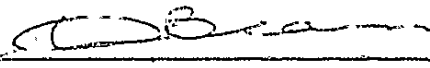
STEARN SPARES LIMITED



Shareholders' Written Special Resolution

The Company hereby resolves to change the name of the company to U.K. Spares Limited in accordance with the provisions of S.28(1) of the Companies Act 1985.

This document is a written shareholders' resolution made in accordance with S.381A of the Companies Act 1985. As the Company has no auditors at the date of this resolution, S.381B of the Companies Act 1985 does not apply.

Signature 

Name J. R. P. MANN

On behalf of Stearn Electric Company Ltd.

Dated: 22nd October 1993.

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 2742081

I hereby certify that

**STEARN SPARES LIMITED**

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

**U.K. SPARES LIMITED**

Given under my hand at the Companies Registration Office,  
Cardiff the 23 NOVEMBER 1993

MRS. L. PARRY

an authorised officer