

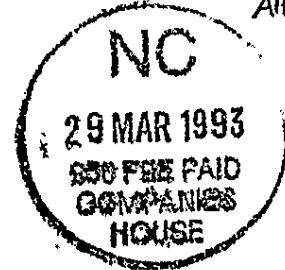
SPECIAL RESOLUTION OF
MERGEACTUAL COMPANY LIMITED

THE COMPANIES ACT 1985

NO. 2792411

AMW 8/11/93

Passed 15 March 1993



An Extraordinary General Meeting held at North West House,
119 Marylebone Road, London NW1 5PX on 15 March 1993 passed the
following Special Resolution.

Special Resolution

1. THAT the name of the Company be changed to "Halcyon Electrics Limited".

By order of the Directors

Director

Presented by:

FRESHFIELDS
65 Fleet Street
London EC4Y 1HS

(GLBD/ECB/AJG)

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2792411

I hereby certify that

MERGEACTUAL COMPANY LIMITED

having by special resolution changed its name,

is now incorporated under the name of

HALCYON ELECTRICS LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 2 APRIL 1993

P. Bevan
P. BEVAN

an authorised officer