

FILE COPY



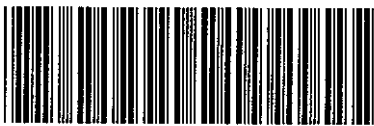
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2850619

The Registrar of Companies for England and Wales hereby certifies that
HALLGARTH CONSTRUCTION LIMITED

having by special resolution changed its name, is now incorporated
under the name of
FERRO MONK SYSTEMS LTD

Given at Companies House, Cardiff, the 5th May 1995



C028506194

A handwritten signature in black ink, appearing to read 'L. Parry'.

MRS. L. PARRY

For the Registrar of Companies



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

HC006B

2850619

ACCEPT UNSTAMPED & 20-00

NC/CN 63518

SIGNED *[Signature]*

DATE 25/4/95

MINUTES of the Extraordinary Meeting of Hallgarth Construction Ltd held at Peckford, Great North Road, South Milford, Yorkshire on 20 March 1995.

PRESENT

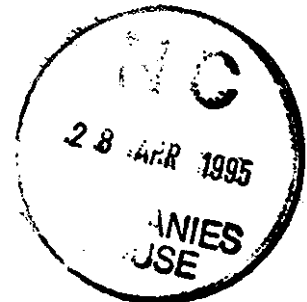
B Venn Esq
D Adams Esq
P Tudor Esq

The members elected to waive the notice to be given of the Extraordinary Meeting.

The meeting passed a special resolution to change the name of the company to that of Ferro Monk Systems Ltd.

No other business was conducted.

Signed *[Signature]*
B Venn Esq - Chairman



A22 *A7VDAABK* 446
COMPANIES HOUSE 06/04/95

no fee

65014/ATR

RESOLUTION FOR CHANGE OF NAME

COMPANY NO. 2850619

THE COMPANIES ACT 1985, SECTION 28

SPECIAL RESOLUTION OF
HALLGARTH CONSTRUCTION LIMITED

Joe Tranter
63518
25/10/95

RES. FOR PUBLIC FILE
NO ACTION TAKEN ON
CHANGE OF NAME

A general meeting of the above named company, held on the
seventeenth day of October 1994, the following special resolution
was duly passed:

The company resolves to change its name from
Hallgarth Construction Limited to Ferro Monk Systems
(International) Limited.

RES. FOR PUBLIC FILE
NO ACTION TAKEN ON
CHANGE OF NAME

17th Oct 94
DIRECTOR

RES. FOR PUBLIC FILE
NO ACTION TAKEN ON
CHANGE OF NAME

RES. FOR PUBLIC FILE
NO ACTION TAKEN ON
CHANGE OF NAME

RES. FOR PUBLIC FILE
NO ACTION TAKEN ON
CHANGE OF NAME

