

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2887689

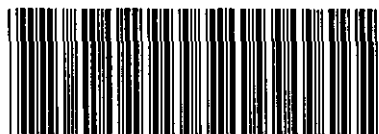
The Registrar of Companies for England and Wales hereby certifies that
BERISFORD INDUSTRIAL HOLDINGS LIMITED

having by special resolution changed its name, is now incorporated

under the name of

ENODIS INDUSTRIAL HOLDINGS LIMITED

Given at Companies House, Cardiff, the 5th July 2004



C028876894



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

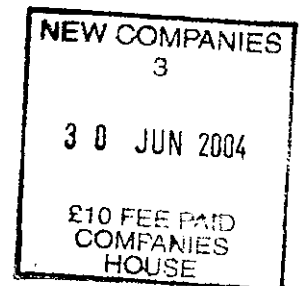
— for the record —

Number of Company: 2887689

001527/10

WRITTEN RESOLUTION OF

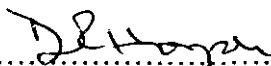
BERISFORD INDUSTRIAL HOLDINGS LIMITED

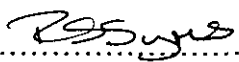


We, the undersigned, S & W Berisford Limited and Berisford (Overseas) Limited,, being the Members for the time being of the above-named Company entitled to receive notices of and to attend and vote at General Meetings, HEREBY PASS the following Special Resolution as a Written Resolution and agree that the said Resolution shall, pursuant to the Articles of Association of the Company, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

SPECIAL RESOLUTION

THAT the name of the Company be changed to: Enodis Industrial Holdings Limited effect from 23 June 2004.


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For and on behalf of
S & W Berisford Limited


.....
For and on behalf of
Berisford (Overseas) Limited

