

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2988520

The Registrar of Companies for England and Wales hereby certifies that
ABB RAIL VEHICLES LTD

having by special resolution changed its name, is now incorporated
under the name of
ABB DAIMLER-BENZ TRANSPORTATION (ROLLING STOCK) LTD

Given at Companies House, Cardiff, the 1st February 1996

A handwritten signature in ink, appearing to read 'Mrs. L. Parry', with the name printed below it.

MRS. L. PARRY



C029885200

For the Registrar of Companies



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

HC006B

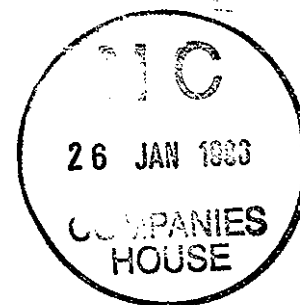
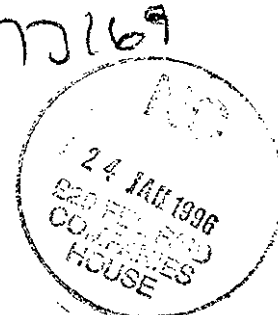
No. 2988520

Companies Act 1985

Written Resolution

of

ABB Rail Vehicles Ltd



We, the undersigned being the Chairman and representing sole shareholder of the above Company, hereby pass the following resolution and agree that the said resolution shall 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:-

That the name of the Company be changed to "ABB Daimler-Benz Transportation (Rolling Stock) Ltd"

NW20
214204

Dated this 18th day of January 1996



Signed

A handwritten signature in black ink.

Chairman of and on behalf of
Asea Brown Boveri Ltd