

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3061532

The Registrar of Companies for England and Wales hereby certifies that

KASS PLANT LTD

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

ASHTED (US) HOLDINGS LIMITED

Given at Companies House, London, the 13th April 2000



C03061532C

A.J. Harness
A J HARNESS

For The Registrar Of Companies



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

Number of Company: 3061532



THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
RESOLUTIONS
OF
KASS PLANT LIMITED

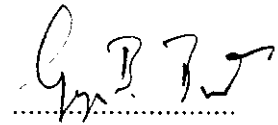
At an EXTRAORDINARY GENERAL MEETING of the Company, duly convened, and held at Ashtead House, Business Park 8, Barnett Wood Lane, Leatherhead, Surrey, KT22 7DG on the 11th day of April 2000 at 8.00 am/pm the following resolutions were unanimously passed:-

ORDINARY RESOLUTIONS

- 1 THAT the authorised share capital be and is hereby increased from £1,000 to £200,000,000 by the creation of 199,999,000 additional ordinary shares of £1 each, ranking in all respects pari passu to the existing 1,000 ordinary shares of £1 each.
- 2 THAT the members authorise the directors unconditionally, for the purposes of Section 80 of the Companies Act 1985, to allot shares up to the amount of the authorised capital of the Company (£200,000,000) at any time or times during the period of five years from the date of passing such resolution in general meeting.

SPECIAL RESOLUTION

- 3 THAT the name of the Company be changed to Ashtead (US) Holdings Limited.


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Chairman

N.C. £100
L.TSB 704887
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