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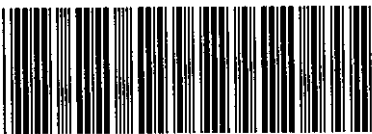
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3087103

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

having by special resolution changed its name, is now incorporated
under the name of
HANSON AMERICA HOLDINGS (2) LIMITED

Given at Companies House, Cardiff, the 11th October 1996



C03087103A

E. P. Owen
MRS. E. P. OWEN

For the Registrar of Companies



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

HC006B

Company no: 3087103

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

ARTISTPROUD LIMITED

We, the undersigned, being the sole Member of the above-named company (the "Company") entitled to attend and vote at a General Meeting of the Company HEREBY RESOLVE as a written SPECIAL RESOLUTION and agree that the said resolution shall, pursuant to Regulation 53 in Table A (which Regulation is embodied in 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 Company's name be changed to: "Hanson America Holdings (2) Limited"

Graham Brinsford
For and on behalf of
Hanson Holdings (1) Limited

Dated: September 25, 1996

