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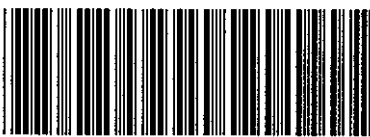
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3185456

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

having by special resolution changed its name, is now incorporated
under the name of
MET - CLAD CONTRACTS LIMITED

Given at Companies House, Cardiff, the 18th November 1996



C03185456H


MRS. L. PARRY

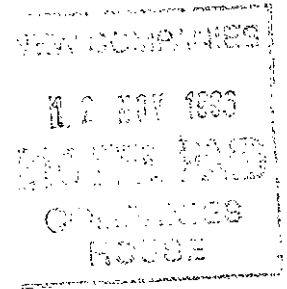
For the Registrar of Companies



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

HC006B

**THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES**



COMPANY NO. 3185456

SPECIAL RESOLUTION OF VALUELIST LIMITED

At an Extraordinary General Meeting of the above named Company duly convened, and held on the 21 day of October, 1996 the following Resolution was passed as a Special Resolution :

SPECIAL RESOLUTION

In accordance with section 28 (1) of the Companies Act 1985, the name of the Company be changed to

MET - CLAD CONTRACTS LIMITED

signed

Chairman

**Kestrian Company Services
International House
82-86 Deansgate
Manchester M3 2ER
Tel. 061-839 1006
Fax. 061 - 832 9927**