

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3224488

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

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

TÜV Product Service (U.K.) Limited

Given at Companies House, London, the 20th December 1996



C03224488J


MR. G. RYAN

For The Registrar Of Companies



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

No. 3224488

WRITTEN RESOLUTION

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES



WRITTEN RESOLUTION

Pursuant to Regulation 53 of Table A and
Section 381A Companies Act 1985

of

the holders of the entire issued share capital of


QUALITYSTART LIMITED

We, the undersigned, being the holders of all of the shares of the Company conferring for the time being the right to attend and vote at general meetings of the Company hereby unanimously pass the following resolution and agree that the same shall be as valid and effectual as if passed at a general meeting of the Company duly convened and held.

SPECIAL RESOLUTION

THAT:-

"The name of the Company be changed to "TÜV Product Service (U.K.) Limited".


PETER CRYSTAL


MIRANDA BACON

Dated 20th December 1996

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SYDAT CNAME
CHEQUE NO 706057 (BA).