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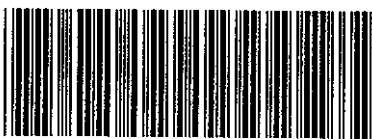
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3289111

The Registrar of Companies for England and Wales hereby certifies that
SHELFCO (NO.1259) LIMITED

having by special resolution changed its name, is now incorporated
under the name of
MAYFLOWER AUTOMOTIVE PRODUCTS (U.K.) LIMITED

Given at Companies House, Cardiff, the 23rd January 1997



C03289111M

P. A. Morgan
P.A.MORGAN (MRS)

For the Registrar of Companies



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

HC006B

Company No: 3289111

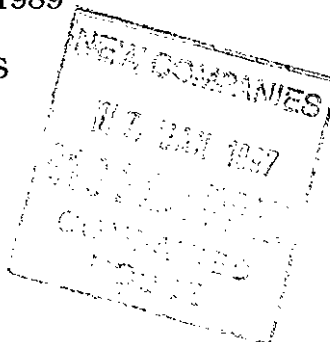
THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

SHELFECO (No. 1259) LIMITED



We, the undersigned, being the sole member of the Company entitled to receive notice of and to attend and vote at general meetings of the Company resolve pursuant to section 381A of the Companies Act 1985 that the following resolution be passed and agree that it shall have effect as a special resolution as if passed at a general meeting duly convened and held:-

SPECIAL RESOLUTION

THAT the name of the Company be changed to Mayflower Automotive Products (U.K.) Limited.

20 December 1996

Signed
duly authorised by and on behalf of
Mikjon Limited