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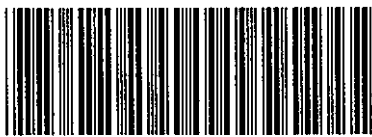
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3359974

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

having by special resolution changed its name, is now incorporated
under the name of
DYNO-LOCKS LIMITED

Given at Companies House, Cardiff, the 2nd February 1998



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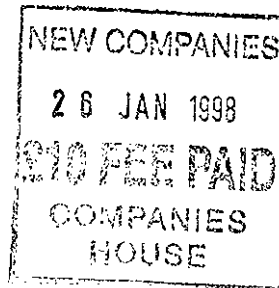
R. C. Edwards
R. C. EDWARDS

For the Registrar of Companies



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

HC006B



WHEELTARN LIMITED
REGISTERED NUMBER 3359974

THE COMPANIES ACT 1985

AND

THE COMPANIES ACT 1989

COMPANIES LIMITED BY SHARES

SPECIAL RESOLUTION

OF

WHEELTARN LIMITED

Passed this 21st day of January 1998

At an Extraordinary General Meeting of WHEELTARN LIMITED held on the 21st January 1998 at 143 Maple Road, Surbiton, Surrey, KT6 4BJ the following resolution was proposed and passed as a Special Resolution:

"That the name of the company be changed to
DYNO-LOCKS LIMITED"

S M ZOCKOLL
DIRECTOR

