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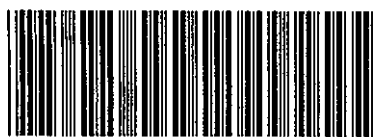
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3404297

The Registrar of Companies for England and Wales hereby certifies that
COBCO (217) LIMITED

having by special resolution changed its name, is now incorporated
under the name of
TERBERG MATEC UK LIMITED

Given at Companies House, Cardiff, the 5th January 1998



C034042974

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

For the Registrar of Companies



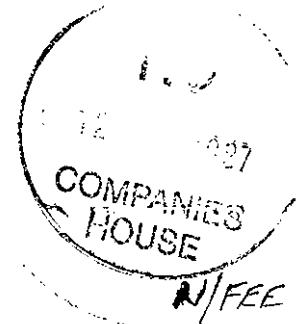
C O M P A N I E S H O U S E

HC006B

Company No. 3404297

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTIONS
of
COBCO (217) LIMITED

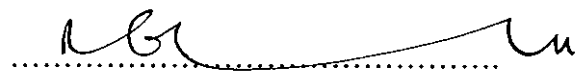
(Passed 9th December 1997)



At an Extraordinary General Meeting of the above-named Company duly convened and held on the above date the following Resolutions were duly passed as Special Resolutions of the Company:

SPECIAL RESOLUTIONS

1. THAT the name of the Company be changed to **Terberg Matec UK Limited,**
2. THAT the Articles of Association, a copy of which were produced to the meeting and initialled for the purpose of identification by the Chairman, be adopted as the Articles of Association of the Company to the exclusion of and in substitution for the existing Articles of Association.
3. THAT the authorised share capital of the Company be increased to £100,000 by the creation of 99,000 additional shares of £1 each.
4. THAT with effect from the time of passing of this resolution the directors be unconditionally authorised, pursuant to section 80 of the Companies Act 1985, to allot relevant securities (as defined in that Act) up to a maximum amount of £100,000 in accordance with the provisions of Article 2 of Articles of Association of the Company, at any time or times during the period of five years from the date hereof and at any time thereafter pursuant to any offer or agreement made by the Company before the expiry of this authority.


CHAIRMAN

