

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3441005

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

having by special resolution changed its name, is now incorporated
under the name of
PREMIER MANUFACTURING SUPPORT SERVICES (UK) LIMITED

Given at Companies House, Cardiff, the 20th December 1999



C03441005J



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



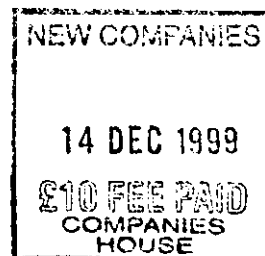
C O M P A N I E S H O U S E

HC006B

209125

Company No. 3441005

The Companies Act 1985



COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

- of -

DURR ECOSERVICE LIMITED

In accordance with the Company's Articles of Association and Section 381A of and Schedule 15A to the Companies Act 1985, we, the undersigned, being or representing all the members of the Company for the time being being entitled to receive notice of and attend and vote at a general meeting of the Company **HEREBY RESOLVE** as follows:-

SPECIAL RESOLUTION

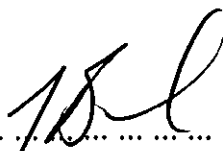
1. That the name of the Company be changed to Premier Manufacturing Support Services (UK) Limited.

Name of Shareholder

Signature

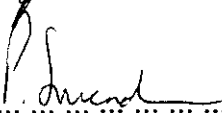
Date

Durr Limited


.....
(Signed on behalf of Durr Ltd)

13.12.99
.....

P Smerdon


.....

13.12.99
.....

The Wedgwood Industrial Ltd
CV34 5QF

FILE REF : H:\word\BJS\XX0383.DOC



DURR ECOSERVICE LIMITED

MINUTES of a meeting of the directors of the above named company ("the Company") held at Durr Limited Broxell Close Warwick CV34 5QF on Monday 13th December 1999 commencing at 12.00 hours

PRESENT: Peter Smerdon (In the Chair and also Secretary)
John Thomas Barlow
Francis Patrick Paul Clancy
Gerard Michael Kehoe

1. **Preliminaries**

A quorum being present IT WAS RESOLVED that Peter Smerdon be chairman of the meeting. Peter Smerdon accordingly took the chair and declared the meeting open.

2. **Written Resolution**

It was agreed to recommend to the members of the Company that the Company's name be changed to Premier Manufacturing Support Services (UK) Limited.

There was produced to the meeting a written resolution ("the Written Resolution") of the Company to be passed pursuant to section 381A of the Companies Act 1985 to effect the above. The secretary was authorised and requested to dispatch the Written Resolution forthwith to all members.

3. **Adjournment**

The meeting then adjourned to allow the Written Resolution to be circulated to the members of the Company.

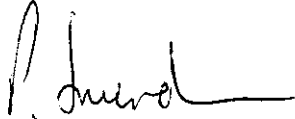
4. **Resumption**

Upon resumption of the meeting, the chairman reported that the Written Resolution referred to above had been considered and signed by the members of the Company.

The secretary was instructed to arrange for the Written Resolution to be filed with the Registrar of Companies together with a cheque in the sum of £10 made payable to the Registrar of Companies for the name change

5. Closure

There being no further business the chairman declared the meeting closed.

A handwritten signature in black ink, appearing to read 'P. Smerdon', with a long horizontal stroke extending to the right.

.....
Peter Smerdon – Chairman of the meeting