

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3517200

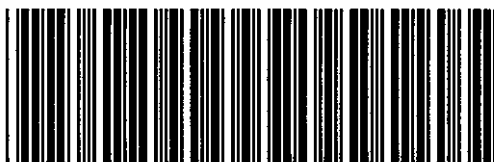
The Registrar of Companies for England and Wales hereby certifies that

VICKERS GROUP PLC

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

VICKERS PLC

Given at Companies House, Cardiff, the 6th July 1998



C035172005

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

Company No.: 3517200

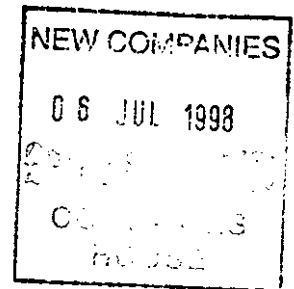
**THE COMPANIES ACT 1985, AS AMENDED
COMPANY LIMITED BY SHARES**

SPECIAL RESOLUTION

-of-

**VICKERS GROUP PLC
(the "Company")**

(passed 2 July 1998)



At an Extraordinary General Meeting of the Company duly convened and held on 2 July 1998, the following resolution was duly passed as Special Resolution of the Company:

SPECIAL RESOLUTION

THAT the name of the Company be changed to Vickers plc.


Secretary