

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3526041


The Registrar of Companies for England and Wales hereby certifies that
UNIVERSAL PLATE HEAT EXCHANGERS LIMITED

having by special resolution changed its name, is now incorporated
under the name of
UNIVERSAL HEAT TRANSFER LIMITED

Given at Companies House, Cardiff, the 11th May 1998



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N. BUTLER

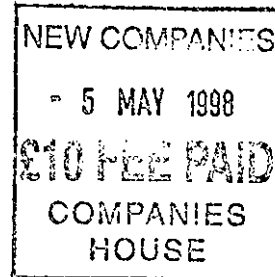
For the Registrar of Companies



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

HC006B

11.5



SPECIAL RESOLUTION

of **UNIVERSAL PLATE HEAT EXCHANGERS LIMITED**

At an EXTRAORDINARY GENERAL MEETING of the above Company duly convened and held at Unit 12 Coleshill Trading Estate, Station Road, Coleshill, Birmingham B46 1JT, on 30 April 1998.

The following SPECIAL RESOLUTION was duly passed:

SPECIAL RESOLUTION

That the company name be changed to:

UNIVERSAL HEAT TRANSFER LIMITED.

Signed.....

Chairman

Company Number 3526041

James Breslin Chartered Accountants
92 / 94 High Street,
Coleshill,
Warwickshire B46 3BL.