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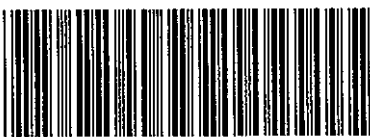
**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 3577928

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

having by special resolution changed its name, is now incorporated  
under the name of  
ALMEDICA HOLDING COMPANY UK LIMITED

Given at Companies House, Cardiff, the 10th August 1998



\*C035779289\*

  
A. F. FLETCHER

For the Registrar of Companies



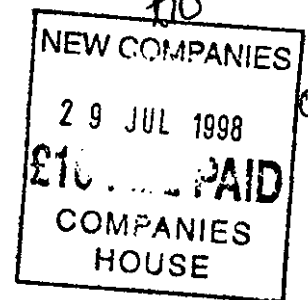
C O M P A N I E S H O U S E

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Company No 3577928



THE COMPANIES ACTS 1985 AND 1989  
COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTIONS  
of

DRIVEBRAKE LIMITED ("the Company")

In accordance with the articles of association of the Company and regulation 53 of Table A (as defined in those articles), we being all the members of the company who, at the date of this written resolution are entitled to attend and vote at a general meeting of the Company, HEREBY RESOLVE THAT:

the Company name be changed to ALMEDICA HOLDING COMPANY UK LIMITED

This written resolution shall take effect as a special resolution of the Company.

Signature                     

Dated 24-7-98

Signature                     

Dated 24-7-98

