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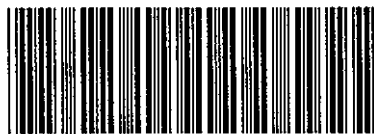
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3616334

The Registrar of Companies for England and Wales hereby certifies that
PINCO 1101 LIMITED

having by special resolution changed its name, is now incorporated
under the name of
FEDERAL-MOGUL DAIDO HWB LIMITED

Given at Companies House, Cardiff, the 8th September 1998



C036163347

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

CERTIFIED TO BE A TRUE AND COMPLETE
COPY OF THE ORIGINAL
DATED THIS 28TH DAY OF AUGUST 1998

Pinsent Curtis
PINSENT • CURTIS
LEEDS LS1 2NS

COMPANIES ACTS

NEW COMPANIES

- 2 SEP 1998

£10 FEE PAID

COMPANIES
HOUSE

WRITTEN RESOLUTION


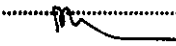
OF

PINCO 1101 LIMITED

COMPANY NUMBER: 3616334

I, the undersigned, being the sole member of the above company, for the time being entitled to attend and vote at General Meetings, hereby pass the following resolution and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

THAT the name of the Company be changed to **FEDERAL-MOGUL DAIDO HWB LIMITED**

<u>Date</u>	<u>Signature</u>	<u>Name of Shareholder</u>	<u>No of Shares</u>
28-8-98	For & on behalf of PINSENT CURTIS DIRECTOR LIMITED 	Pinsent Curtis	1
	Director/Secretary	Director Limited	

