

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3786883

The Registrar of Companies for England and Wales hereby certifies that
TRUSHELFCO (NO.2520) LIMITED

having by special resolution changed its name, is now incorporated
under the name of
BUDERUS HEATING TECHNOLOGY LIMITED

Given at Companies House, Cardiff, the 17th September 1999



C03786883G



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC006B

No: 3786883

THE COMPANIES ACT 1985 (AS AMENDED)

Company limited by shares

RESOLUTIONS

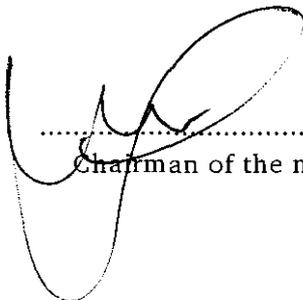
of

TRUSHELFCO (NO. 2520) LIMITED

At an Extraordinary General Meeting of the above-named Company duly convened and held on 9th September 1999 the following resolutions were passed, resolution 1 as a special resolution and resolutions 2 and 3 as ordinary resolutions:

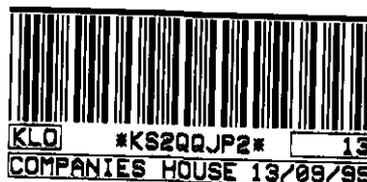
RESOLUTIONS

1. That the name of the Company be changed to Buderus Heating Technology Limited.
2. That the authorised share capital of the Company be increased to one hundred thousand pounds (£100,000) by the creation of ninety-nine thousand and nine hundred additional Ordinary Shares of one pound (£1) each.
3. That, pursuant to section 80 of the Companies Act 1985, the directors be and they are hereby authorised generally and unconditionally to allot relevant securities (as defined in section 80 of the Companies Act 1985) up to an aggregate nominal amount of ninety-nine thousand, nine hundred and ninety-eight pounds (£99,998) provided that this authority, unless renewed, shall expire on the date five years from the date on which this resolution is passed save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot the relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.


.....
Chairman of the meeting

SLAUGHTER AND MAY
35 BASINGHALL STREET
LONDON EC2V 8DB

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