

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3786883

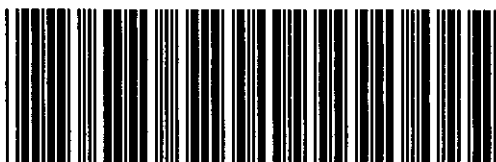
The Registrar of Companies for England and Wales hereby certifies that

BUDERUS HEATING TECHNOLOGY LIMITED

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

BOULTER BUDERUS LIMITED

Given at Companies House, London, the 3rd December 2002



C037868832



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

12/12/02
NIC
Cardiff ALK

Company No. 3786883

THE COMPANIES ACTS 1985 AND 1989



PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING

of

BUDERUS HEATING TECHNOLOGY LIMITED

Buderus Heiztechnik GmbH, being the sole member of the Company who at the date of these resolutions is entitled to attend and vote at a general meeting of the Company, RESOLVES, in accordance with section 381(A) of the Companies Act 1985, to pass the following as written resolutions:

1. THAT the Company's authorised share capital be increased to £100,002 by the creation of 2 new ordinary shares of £1 each.
2. THAT the directors be generally and unconditionally authorised, pursuant to section 80 of the Companies Act 1985, to exercise all powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £100,000 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) on 31 December 2002.
3. THAT new articles of association in the form of the annexed draft, initialled on behalf of the chairman for the purpose of identification, be adopted in substitution for the Company's existing articles of association.
4. THAT the Company's name be changed to BOULTER BUDERUS LIMITED.

SIGNATURE:

Korfsmeier

[Signature] for and on behalf of Buderus Heiztechnik GmbH

DATE:

29 November 2002

Date sent to auditors: 25 November 2002

