

FILE COPY



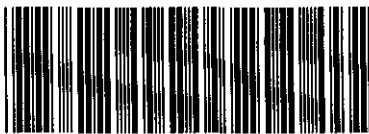
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3902753

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

having by special resolution changed its name, is now incorporated
under the name of
P&O SYSTEMS LIMITED

Given at Companies House, Cardiff, the 14th March 2003



C03902753D



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

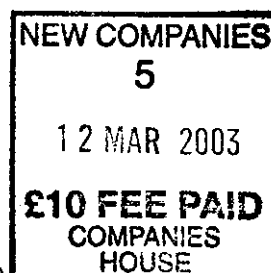


Companies House
— for the record —

HC006B

14/3
Company No: 3902753

COMPANIES ACT 1985
AND
THE COMPANIES ACT 1989



SPECIAL RESOLUTION

OF

GILTALL LIMITED

On the 7th day of March 2003, the following RESOLUTION IN WRITING (such resolution to have effect as a special resolution) was duly passed by all the sole member of the Company who at the date thereof was entitled to attend and vote at a general meeting of the Company pursuant to section 381A, Companies Act 1985 (as amended):

THAT THE NAME OF THE COMPANY BE CHANGED TO

P&O SYSTEMS LIMITED

.....
Secretary

