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**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3907643

The Registrar of Companies for England and Wales hereby certifies that

MELLOWGIFT LIMITED

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

DIVERSYS LIMITED

Given at Companies House, London, the 21st June 2000



C03907643K

N. Richards.
MR. N. RICHARDS

For The Registrar Of Companies



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

Company Number: 3907643



THE COMPANIES ACT 1985 (AS AMENDED)

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

MELLOWGIFT LIMITED

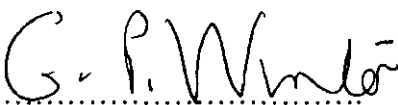
("Company")

Date: 21 June 2000

Pursuant to section 381A of the Companies Act 1985 (as amended) we, the undersigned, being all of the shareholders of the Company who at the date of the resolution would be entitled to attend and vote at a general meeting of the Company resolve the following:

That the name of the Company be changed to "Diversys Limited".


.....
IAN MICHAEL TOMLINSON


.....
GREGORY PAUL WINTER

NIC B100

NW 058236

S/2.49

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