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**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3944037

The Registrar of Companies for England and Wales hereby certifies that
DMWSL 299 LIMITED

having by special resolution changed its name, is now incorporated
under the name of
LUXFER 2000 LIMITED

Given at Companies House, Cardiff, the 23rd June 2000



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THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

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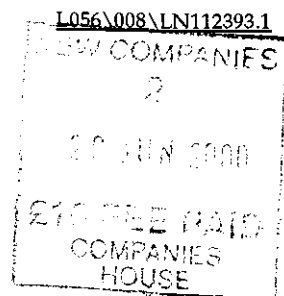
DICKSON MINTO W. S.

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

DMWSL 299 LIMITED

(Registered No. 3944037)



*at London
on 19 June
2000*

WRITTEN RECORD OF DECISION OF SOLE MEMBER

We, the undersigned, being the sole member of the Company as permitted by The Companies (Single Member Private Limited Companies) Regulation 1992 HEREBY record our decision that the following be and is hereby passed as a special resolution of the Company in accordance with section 382B of the Companies Act 1985 (as amended):

SPECIAL RESOLUTION

"THAT

- (a) the name of the Company be changed to "Luxfer 2000 Limited";
- (b) the authorised share capital of the Company be and is hereby increased to £2,000,000 by the creation of an additional 1,999,900 ordinary shares of £1 each, each having the rights and being subject to the restrictions attached to the ordinary shares of £1 each set out in the articles of association of the Company and ranking *pari passu* in all respects with the existing ordinary shares of the Company;
- (c) in substitution for any existing power under section 80 of the Companies Act 1985 (as amended) (the "Act"), but without prejudice to the exercise of any such authority prior to the date hereof, the directors be and are hereby generally and unconditionally authorised in accordance with section 80 of the Act to exercise all the powers of the Company to allot relevant securities (as defined in Section 80(2) of the Act) up to an aggregate nominal amount of £1,999,999, such authority to expire five years from the date of this resolution but so that such authority shall allow the Company to make offers or agreements before the expiry of such authority which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offers or agreements as if the power conferred hereby had not expired; and
- (d) in substitution for any existing power under section 95 of the Act, the directors be and are hereby generally and unconditionally empowered pursuant to section 95 of the Act, to



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allot equity securities (as defined in section 94(2) of the Act) for cash pursuant to the above authority given in accordance with section 80 of the Act as if section 89(1) of the Act did not apply to the allotment such power to expire five years from the date of this resolution but so that such power shall allow the Company to make offers or agreements before the expiry of this power which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offers or agreements as if the power conferred hereby had not expired.

- e) the objects clause in the Memorandum of Association of the Company be deleted and substituted with the form of objects clause contained in the Memorandum of Association attached hereto."



Director, DM Company
Services (London) Limited

Date: 19 June 2000