

FILE COPY



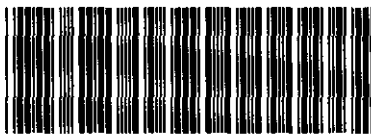
**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 3975999

The Registrar of Companies for England and Wales hereby certifies that  
PINCO 1406 LIMITED

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

Given at Companies House, Cardiff, the 2nd June 2000



\*C039759991\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



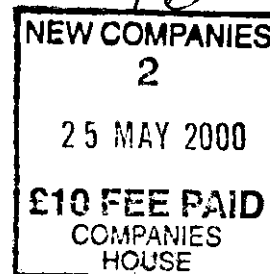
C O M P A N I E S H O U S E

HC006B

801224

PC

Company No ~~3871504~~ 3975999



THE COMPANIES ACTS 1985 AND 1989

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PRIVATE COMPANY LIMITED BY SHARES

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WRITTEN RESOLUTION

PC of  
1406  
PINCO ~~1307~~ LIMITED

On 24 May 2000 the following resolution was duly passed as a written special resolution of the Company in accordance with section 381A Companies Act 1985 by all members of the Company who, at that date, were entitled to attend, and vote, at general meetings of the Company:-

THAT the name of the Company be changed to ALSTEC Holdings Limited

Signed

.....  
For and on behalf of  
Pinco 1307 Limited

