

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4071741

The Registrar of Companies for England and Wales hereby certifies that

LOWGLADE LIMITED

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

STANLEY ELECTRIC (U.K.) COMPANY LIMITED

Given at Companies House, London, the 1st February 2001



C040717410

A handwritten signature in black ink, likely of the Registrar of Companies.

For The Registrar Of Companies



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

Stanley Electric
NIC
C.H. ACC 00400107



Company No. 4071741

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING

of

LOWGLADE LIMITED

Clifford Chance Nominees Limited, being the sole member of the Company who at the date of this resolution is entitled to attend and vote at a general meeting of the Company, RESOLVE, in accordance with section 381A of the Companies Act 1985, to pass the following as a written resolution:

THAT the Company's name be changed to STANLEY ELECTRIC (U.K.) COMPANY LIMITED.

SIGNATURE:

G.T. Plews

Tim Plews for and on behalf of Clifford Chance Nominees Limited

DATE:

1st February 2001