

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4103211

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

having by special resolution changed its name, is now incorporated
under the name of
ZUHLKE ENGINEERING (UK) LIMITED

Given at Companies House, Cardiff, the 27th February 2001



C04103211Q



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

082944
Company No. 4103211

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
RESOLUTIONS

of

ZÜHLKE ENGINEERING LIMITED

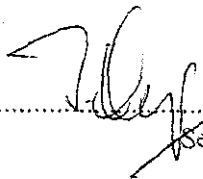
Passed on 18 January 2001

On 18 January 2001 the following written resolutions of the Company were duly passed:

- (A) the share capital of the Company be increased from £1,000 to £10,000 by the creation of 9,000 new ordinary shares of £1 each to rank pari passu with the existing issued ordinary share capital of the Company; and
- (B) that the regulations contained in the document attached to this print of written resolution be adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association;
- (C) the directors be and are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (the "Act") during the period of five years from the date this resolution was passed to exercise all the powers of the Company to allot relevant securities (as defined in the Act) up to an aggregate nominal amount equal to the aggregate nominal amount of the unissued share capital of the Company as increased by this resolution and within that period to make any offer or agreement which would or might require such securities to be allotted after the expiry of this authority and all authorities previously conferred on the directors pursuant to section 80 of the Act be and are hereby revoked;
- (D) the directors be and are hereby empowered to allot equity securities (within the meaning of section 94 of the Act) pursuant to this general authority for the purposes of section 80 of the Act as if section 89(1) of the Act did not apply to such allotment and to make any offer or agreement which would or might require such securities to be allotted after the expiry of the authority and all powers previously conferred on the directors pursuant to section 95 of the Act be and are hereby revoked; and



(E) that the name of the Company be changed to "Zuhlke Engineering (UK) Limited".


.....
Secretary

FOR AND ON BEHALF OF
GRAHAM COMPANY SECRETARIAL SERVICES LIMITED

