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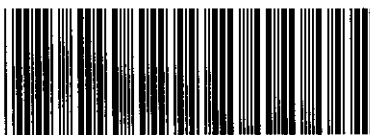
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 5481363

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

having by special resolution changed its name, is now incorporated
under the name of
VICTORY HYDRAULICS AND ENGINEERING LIMITED

Given at Companies House, Cardiff, the 3rd July 2006



C054813632



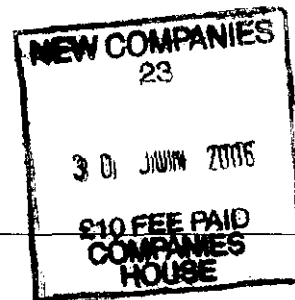
THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

COMPANIES ACTS
WRITTEN RESOLUTION
OF

011580/10



NAME OF EXISTING COMPANY: EMPIRE ENGINEERING SERVICES LTD

COMPANY NUMBER: 05481363

We the undersigned, being all the members of the above company, for the time being entitled to receive notice of, attend and vote at General Meetings, hereby unanimously pass the following resolution and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the company duly convened and held.

It is resolved that the name of the company be changed to:~

VICTORY HYDRAULICS AND ENGINEERING SERVICES LIMITED

Dated this 20th day of JUNE 2006.

Signed

[Signature]



Notes :

- The resolution must be delivered to Companies House within 15 days of it being passed.
- A £10 fee is required to change the name (cheques made payable to "Companies House").
- Have you checked whether the new name is available at www.companieshouse.gov.uk ?
- Please provide the name and address to which the certificate is to be sent.