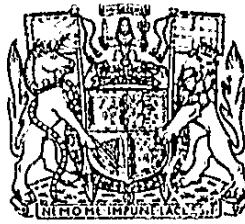


FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 154857

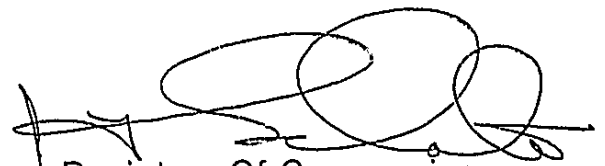
The Registrar of Companies for Scotland hereby certifies that

STORMWALK LIMITED

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

PROCESS AND INSTRUMENTATION VALVES LIMITED

Given at Companies House, Edinburgh, the 6th March 1995


Registrar Of Companies



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

THE COMPANIES ACTS 1985 TO 1989

L-200

COMPANY NUMBER 154857

SPECIAL RESOLUTION OF

STORMWALK LIMITED

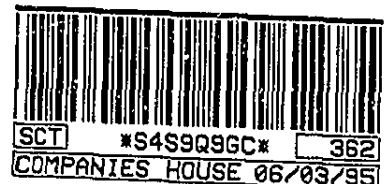
We, the undersigned, JORDAN NOMINEES (SCOTLAND) LIMITED and OSWALDS INTERNATIONAL FORMATIONS LIMITED, being all the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolution as a Special Resolution and agree that the said resolution, pursuant to Clause 53 in Table A (which Clause is embodied in the Articles of Association of the Company), 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:

PROCESS AND INSTRUMENTATION VALVES LIMITED

Dated this 8th February 1995



Signed *to Dalwaver*
(AUTHORISED SIGNATORY OF JORDAN NOMINEES (SCOTLAND) LIMITED)

Signed *to Dalwaver*
(AUTHORISED SIGNATORY OF OSWALDS INTERNATIONAL FORMATIONS LIMITED)