



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 167498

The Registrar of Companies for Scotland hereby certifies that

CHICKAHOMINY LIMITED

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

Altra Holdings Limited

Given at Companies House, Edinburgh, the 2nd September 1996



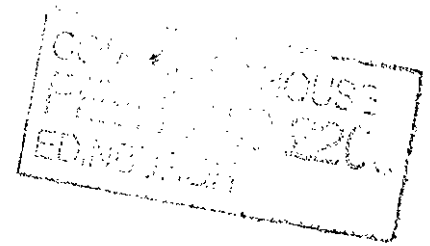
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Registrar Of Companies



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

Company No: 167498



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

CHICKAHOMINY LIMITED

At an Extraordinary General Meeting of the Members of Chickahominy Limited held at Investment House, 6 Union Row, Aberdeen, on 30 August 1996 the following Resolutions were passed as SPECIAL RESOLUTION:-

"That the name of the Company be changed to "Altra Holdings Limited"."

Paul & Williamsons
Secretaries

