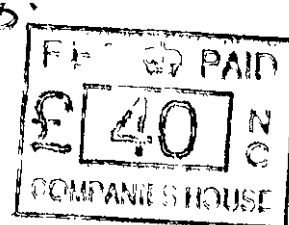


RESOLUTIONS OF HOTPOINT SERVICE LIMITED



At an Extraordinary General Meeting of the Company held on Wednesday 14 March 1990 the following resolutions were duly passed as special resolutions in the case of 1, 2 and 3 and as ordinary resolutions in the case of 4 and 5:-

SPECIAL RESOLUTIONS

1. That the name of the Company be changed to Hotpoint Limited.
2. That the Memorandum of Association of the Company be amended by:-
  - (i) the addition of the following words at the end of Clause 3(A):-

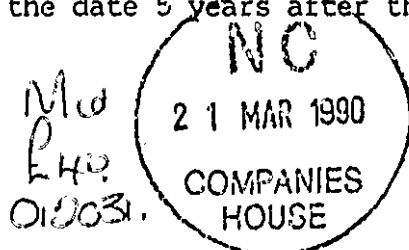
"and of manufacturers, designers, suppliers, repairers and hirers of and dealers in every description of mechanical, electrical and nuclear machinery and apparatus."
  - (ii) the addition of the following as Clause 3(AA):-

"To undertake and carry into effect all such financial commercial trading and manufacturing operations and businesses in connection with the foregoing objects as the Company may think fit."
  - (iii) the existing Clause 3(J) being deleted and replaced by the following:-

"To acquire and to hold any shares, stocks, debentures, debenture stocks, bonds, securities, obligations or other investments, rights or interests of or in any company or companies and to co-ordinate, finance and manage all or any part of the businesses and operations of any such companies."
3. That the Articles of Association of the Company be altered by deleting the references to "Hotpoint Limited" in Articles 7 and 8 and replacing them with references to "the immediate holding company (if any) for the time being of the Company".

ORDINARY RESOLUTIONS

4. That the authorised share capital of the Company be increased from 10,000 ordinary shares of £1 each to 5,010,000 ordinary shares of £1 each by the creation of an additional 5,000,000 ordinary shares of £1 each to rank pari passu and as one class with the existing ordinary shares of £1 each in the capital of the Company.
5. That the directors be and hereby are generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities of the Company (within the meaning of Section 80 of the Companies Act 1985) provided that the aggregate nominal amount of such securities shall not exceed £5,000,000 and this authority shall expire on the date 5 years after the passing of this resolution.



.....  
Director



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 106725

I hereby certify that

**HOTPOINT SERVICE LIMITED**

having by special resolution changed its name,

is now incorporated under the name of

**HOTPOINT LIMITED**

Given under my hand at the Companies Registration Office,  
Cardiff the 30 MARCH 1990

  
an authorised officer