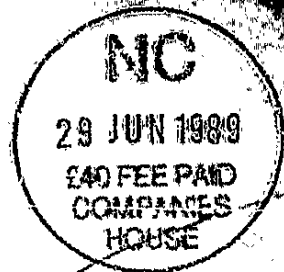


Company Number 997411



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF


GEC INSTALLATION EQUIPMENT LIMITED

DATED 22 JUNE 1989

At an Extraordinary General Meeting of the Company duly convened and held on 22 June 1989 the following resolution was passed as a Special Resolution.

SPECIAL RESOLUTION

THAT the name of the Company be changed to 'GEC ALSTHOM INSTALLATION EQUIPMENT LIMITED' and that Clause 1 of the Company's Memorandum of Association be altered accordingly.



CHAIRMAN

LB 61640 p
33 81 67

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 997411

I hereby certify that

GEC INSTALLATION EQUIPMENT LIMITED

having by special resolution changed its name,

is now incorporated under the name of

GEC ALSTHOM INSTALLATION EQUIPMENT LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 1 JULY 1989

M. Rose
M. ROSE

an authorised officer