

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1675685

I hereby certify that

DIXON WEAREVER LIMITED

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

DIXON U.K. LIMITED

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

A handwritten signature in black ink, appearing to read 'A. F. Fletcher'.

A. F. FLETCHER

an authorised officer

COMPANIES ACT 1985

SPECIAL RESOLUTION

pursuant to section 378 (2) of the Companies Act 1985

OF DIXON WEAREVER LIMITED

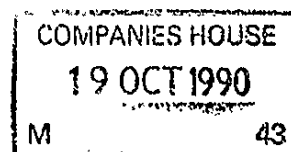
LIMITED

Passed 15th October 19 90

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company,
duly convened and held at 36 STAPLEDON ROAD, ORTON SOUTHGATE,
PETERBOROUGH, CAMBS

on the Fifteenth day of October 19 90 the following
SPECIAL RESOLUTION was duly passed:-

THAT THE NAME OF THE COMPANY BE CHANGED TO DIXON U.K. LIMITED.



(Signed) *Richard A. Ash*
Director

MID 004437/240.

