

FILE COPY



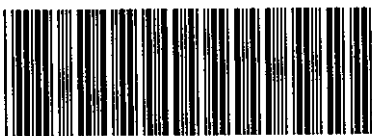
**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 2861557

The Registrar of Companies for England and Wales hereby certifies that  
FISHER-GULDE LIMITED

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

Given at Companies House, Cardiff, the 17th September 1996



\*C02861557G\*

*R. C. Edwards*  
R. C. EDWARDS

For the Registrar of Companies



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

HC006B

Company Number: 2861557



WRITTEN RESOLUTION of  
FISHER-GULDE LIMITED ("the Company")

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Pursuant to the provisions of Clause 53 of Table A (which Clause is incorporated in the Articles of Association of the Company), the following is a Resolution in writing signed by the Sole Member for the time being of the Company entitled to receive notice of and to attend and vote at General Meetings of the Company and shall for all purposes be as valid and effective as if the same had been passed as a Special Resolution at a General Meeting of the Company duly convened and held.

Special Resolution

IT IS RESOLVED that the name of the Company be changed to:

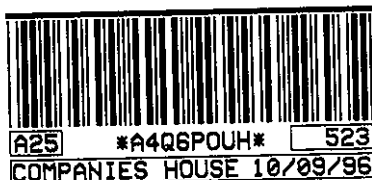
ASCO JOUCOMATIC LIMITED

17/9.

duly authorised officer of

Emerson Holding Company Limited

Dated: 2<sup>nd</sup> September '96



CERTIFIED TO BE A TRUE  
COPY OF THE ORIGINAL

*Baker & McKenzie*  
BAKER & MCKENZIE

SOLICITORS

100 NEW BRIDGE STREET

LONDON

EC4V 6JA

9/9/96