

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3141789

The Registrar of Companies for England and Wales hereby certifies that
CEGELEC AEG AUTOMATION SYSTEMS LIMITED

having by special resolution changed its name, is now incorporated
under the name of
ALSTOM AUTOMATION SYSTEMS LTD

Given at Companies House, Cardiff, the 8th December 1998



C031417897



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC006B

3141489

CEGELEC AEG AUTOMATION SYSTEMS LIMITED



THE COMPANIES ACT 1985

SPECIAL RESOLUTION

of

CEGELEC AEG AUTOMATION SYSTEMS LIMITED

Passed on 26 November 1998

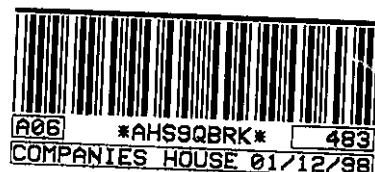
AT AN EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at Eskdale Road, Winnersh, Wokingham, Berks. RG41 5PF, on 26 November 1998 the following Resolution was duly passed as a Special Resolution.

SPECIAL RESOLUTION

"That the Company name be changed from Cegelec AEG Automation Systems Limited to ALSTOM Automation Systems Ltd"

P.E.S. Green

*Cegelec Aeg Automation Sys.
Eskdale Rd.*



*Winnersh
Wokingham Berks RG41 5PF*