

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3260836

The Registrar of Companies for England and Wales hereby certifies that
S.H.I. CYCLO DRIVE EUROPE LIMITED

having by special resolution changed its name, is now incorporated
under the name of
Sumitomo (SHI) Cyclo Drive Europe, Ltd.

Given at Companies House, Cardiff, the 1st April 1998



C032608360

E. P. Owen
MRS. E. P. OWEN

For the Registrar of Companies

THIS CERTIFICATE/~~DOCUMENT~~ SUPERCEDES THE
CERTIFICATE/~~DOCUMENT~~ IN FILE WHICH
INCORRECTLY QUOTED THE NAME OF THE COMPANY
AS "SUMITOMO (SHI) CYCLO DRIVE EUROPE
LTD." + ALL IN UPPER CASES

HC006B

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THIS CERTIFICATE/DOCUMENT CONTAINS A
MISTAKE IN THE NAME OF THE COMPANY AND IS
SUPERSEDED BY THE CERTIFICATE/DOCUMENT
ON FILE.

E. P. Owen
MRS. E. P. OWEN

For the Registrar of Companies



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

HC006B



Cyclo Drive Europe

MAINFLEET, KINGSTON UPON HULL, HU8 5RA U.K.
TEL: 01482 788022 FAX: 01482 713305

COMPANIES ACTS 1985 and 1989

WRITTEN RESOLUTION

of

SHI CYCLO DRIVE EUROPE LIMITED

(COMPANY No 3260836)



Pursuant to section 381A of the Companies Act 1985 and Article 11 of the Company's Articles of Association we, the undersigned, for and on behalf of the sole member of the above company for the time being entitled to attend and vote at general meetings, hereby pass the following resolution and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a General meeting of the Company, duly convened and held.

WRITTEN RESOLUTION

That the name of the Company be changed to:

Sumitomo (SHI) Cyclo Drive Europe, Ltd.

Dated 23.3.98

Name of Shareholder

Number of Shares Held

Signatures

Sumitomo Heavy
Industries Limited

6,400,000

x

NORIYUKI YAMASAKI
MANAGING DIRECTOR

S.H.I. Cyclo Drive Europe Limited

A SUBSIDIARY OF
SUMITOMO HEAVY INDUSTRIES LIMITED

DOC538

Registered in U.K. No. 3260836

TOTAL P.02