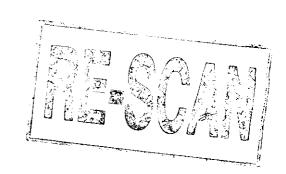
FILE COPY





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

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 GUROPE LTD." + ALL IN MAPER CASING

FILE COPY





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

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

THIS CERTIFICATE/DOCUMENT CONTAINS A MISTAKE IN THE NAME OF THE COMPANY AND IS SUPERSEDED BY THE CERTIFICATE/DOCUMENT ON FILE.

E.P. Dwen

For the Registrar of Companies





MARFLEET, KINGSTON UPON HULL. HUB SRA. U.K. TEL: 01482 788022 FAX: 01482 713305

COMPANIES ACTS 1985 and 1989

WRITTEN RESOLUTION

of

SHI CYCLO DRIVE EUROPE LIMITED

(COMPANY No 3260636)

NEW COMPANIES

2 6 MAR 1998

£10 FLE PAID

COMPANIES

HOUSE

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

NORIYUKI YAMASAK/ MANAGING DIRECTOR

S.H.I. Cyclo Drive Europe Umited

A SUBSIDIARY OF SUMITOMO HEAVY INBUSTRIES LIMITED

DOC538

Regimered in U.K. No. 2200030

TOTAL P.02