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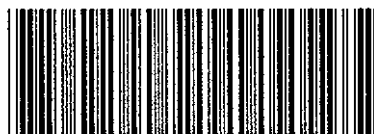
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3579622

The Registrar of Companies for England and Wales hereby certifies that
DYTIN LIMITED

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

Given at Companies House, Cardiff, the 26th June 1998



C03579622P

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

For the Registrar of Companies



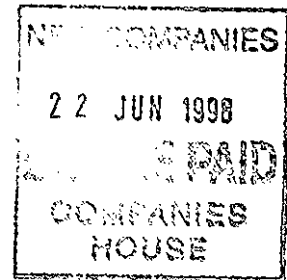
C O M P A N I E S H O U S E

HC006B

The Companies Acts 1985 and 1989

Company Number: 3579622

SPECIAL RESOLUTION



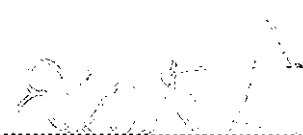
of

DYTIN LIMITED

At an Extraordinary General Meeting of the Members of the above named Company, duly convened and held at Crwys House, 33 Crwys Road, Cardiff, CF2 4YF on the 19th day of June 1998, the following Special Resolution was duly passed:

IT WAS RESOLVED that subject to the consent of the Department of Trade the name of the Company be changed to:

COOKE OPTICS LIMITED

DIRECTOR/MEMBER: 
(An Authorised Signatory on behalf of Combined Nominees Limited)

PRESENTED BY: ICC COMPANY FORMATIONS
Crwys House
33 Crwys Road
Cardiff
CF2 4YF

