

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4217635

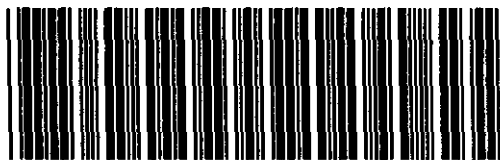
The Registrar of Companies for England and Wales hereby certifies that

DWSCO 2173 LIMITED

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

GE CAPITAL GLOBAL PROCESS SOLUTIONS (UK) LIMITED

Given at Companies House, London, the 17th August 2001



C04217635G


L. CONNELLY

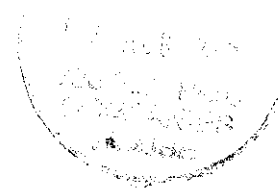
For The Registrar Of Companies



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

M/C
CH & CO
0246914
S/OAY

Company No: 4217635



THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

RESOLUTION

- of -

DWSCO 2173 LIMITED

Dated 17 August 2001

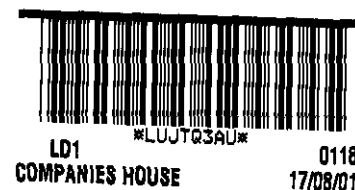
WE, the undersigned, being the sole member of the above-named Company for the time being entitled to attend and vote at general meetings of the Company **RESOLVE** that the following resolution be passed by way of written resolution:

SPECIAL RESOLUTION

"That the name of the Company be changed to
GE CAPITAL GLOBAL PROCESS SOLUTIONS (UK) LIMITED".



For and on behalf of
DWS Nominees Limited



5379928.01