

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3543

The Registrar of Companies for England and Wales hereby certifies that
VICKERS ENGINEERING PLC

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

Given at Companies House, Cardiff, the 21st March 2003



C00003543K



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

Company number 3543

VICKERS ENGINEERING PLC

We, the undersigned, being all the members of the above Company who at the date hereof are entitled to attend and vote at a general meeting of the Company, hereby pass the following resolution in writing (such resolution to have effect as a special resolution) pursuant to Section 381A of the Companies Act 1985:

IT WAS RESOLVED THAT:

the name of the Company be changed to **VINTERS ENGINEERING PLC**


J E Warren
For Vickers plc

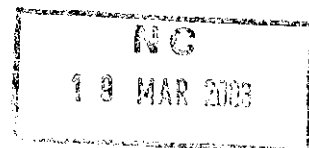
Date: 18 MARCH 2003


D Goma
For Rolls-Royce Industries Limited

Date: 18 MARCH 2003

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COMPANIES INFORMATION
SERVICES LTD.
100 CHURCH ROAD
ST. JOHN OF 4 3LX



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SR 1148

