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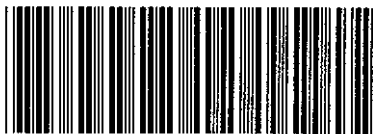
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 36390

The Registrar of Companies for England and Wales hereby certifies that
BONAR TEICH FLEXIBLE PACKAGING LIMITED

having by special resolution changed its name, is now incorporated
under the name of
TEICH FLEXIBLE PACKAGING LIMITED

Given at Companies House, Cardiff, the 21st April 1998



C00036390K

R. C. Edwards
R. C. EDWARDS

For the Registrar of Companies



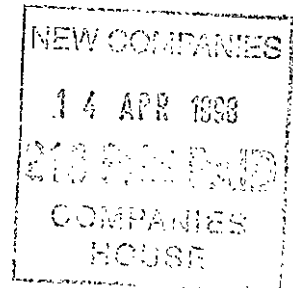
C O M P A N I E S H O U S E

HC006B

BONAR TEICH FLEXIBLE PACKAGING LIMITED

(Company number 36390)

("the Company")



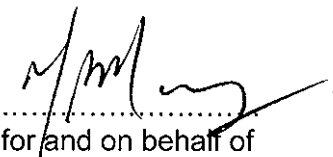
WRITTEN RESOLUTIONS OF THE SOLE MEMBER OF THE COMPANY

WE, the undersigned, being the only member of the Company who would be entitled to attend and vote on such matters at a general meeting held on the date hereof, **HEREBY RESOLVE** in accordance with section 381A of the Companies Act 1985 (as amended) that the resolutions set out below be passed and shall have effect as special resolutions as if such resolutions had been passed at a general meeting of the Company duly convened and held.

SPECIAL RESOLUTIONS

1. **THAT** the Company's name be changed to "**Teich Flexible Packaging Limited**".
2. **THAT** the regulations contained in the document a copy of which is annexed hereto and initialled by us for the purpose of identification be adopted as the new articles of association of the Company in substitution for and to the exclusion of all the existing articles of association

Dated 23 March 1998


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Signed for and on behalf of
Bonar Teich Flexibles Limited

