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**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 734915

The Registrar of Companies for England and Wales hereby certifies that

HERAEUS SILICA AND METALS LIMITED

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

HERAEUS QUARTZ LIMITED

Given at Companies House, London, the 1st September 1998



C007349150

S. Bashar

MISS S. BASHAR
For The Registrar Of Companies



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

COMPANY NO: 734915



THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION

OF

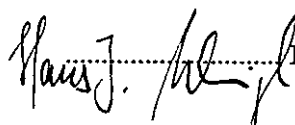
HERAEUS SILICA AND METALS LIMITED

We, the undersigned, being the sole member of the Company, hereby agree in accordance with section 381A of the Companies Act 1985 to the following resolution in writing, which would otherwise be required to be passed as a special resolution -

RESOLUTION

THAT the name of the Company be changed to "Heraeus Quartz Limited"

Dated: 28. 8. 1998

 Director
For Heraeus Quarzglas GmbH

Richards Butler
Beaufort House
15 St. Botolph Street
London EC3A 7EE
Ref: SMG/98-7875

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LB 168242
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