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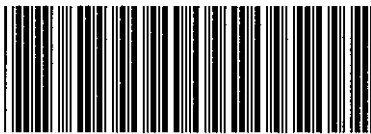
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1262027

The Registrar of Companies for England and Wales hereby certifies that
NT DOR-O-MATIC LIMITED

having by special resolution changed its name, is now incorporated
under the name of
INGERSOLL-RAND DOR-O-MATIC LIMITED

Given at Companies House, Cardiff, the 10th July 1998



C012620279

E.P. Owen

For the Registrar of Companies
MRS E.P. OWEN



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

HC006B

The Companies Act 1985
Company Limited by Shares

SPECIAL RESOLUTION

Pursuant to Section 378(2) of the Companies Act 1985

Company Number: 1262027

NT DOR-O-MATIC LIMITED

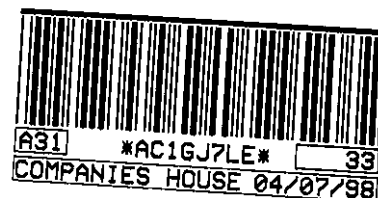
At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at:

The Crescent, Birmingham Business Park, Birmingham, B37 7YX on 1 July 1998, the following SPECIAL RESOLUTION was duly passed, viz:-

THAT the name of the company be changed to
INGERSOLL-RAND DOR-O-MATIC LIMITED



.....
Secretary



NOTE: to be filed within 15 days of the passing of the Special Resolution