



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME
AND RE-REGISTRATION OF A PUBLIC COMPANY
AS A PRIVATE COMPANY**

No. 1458898

I hereby certify that

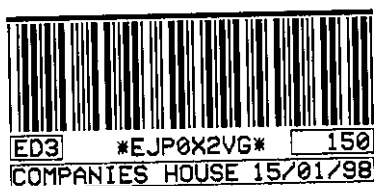
FORWARD GROUP PLC

formerly registered as a public company having changed its name and having this day been re-registered under the Companies Act 1985 as a private company is now incorporated under the name of

VIASYSTEMS HOLDINGS LIMITED

and that the company is limited.

Given under my hand at Companies House, Cardiff the **15th January 1998**



C. Hardman

C. HARDMAN

An Authorised Officer