

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2170063

The Registrar of Companies for England and Wales hereby certifies that
SOLVAY AUTOMOTIVE LIMITED

having by special resolution changed its name, is now incorporated

under the name of

MANN + HUMMEL AUTOMOTIVE (UK) LIMITED

Given at Companies House, Cardiff, the 28th May 2002



C02170063R



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

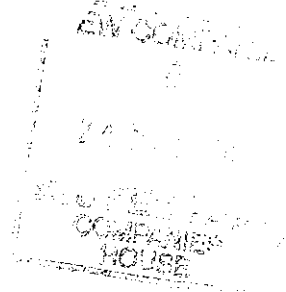
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Company No 02170063

THE COMPANIES ACTS 1985 AND 1989



PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

SOLVAY AUTOMOTIVE LIMITED

On 16th May 2002 the following resolution was duly passed as a written resolution of the Company in accordance with section 381A Companies Act 1985 by all members of the Company who, at that date, were entitled to attend, and vote, at general meetings of the Company:-

1. THAT the name of the Company be changed to Mann + Hummel Automotive (UK) Limited.

Signed

A handwritten signature in black ink, appearing to be 'P. J. A. J.' followed by a flourish.

.....
Director/Secretary

