

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

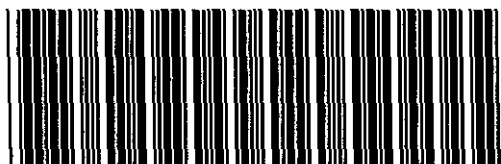
Company No. 2584542

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

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

PRODRIVE AUTOMOTIVE TECHNOLOGY LIMITED

Given at Companies House, London, the 3rd December 2001



C025845422

A handwritten signature in black ink, reading 'Sandra Dujardin'.

SANDRA DUJARDIN

For The Registrar Of Companies

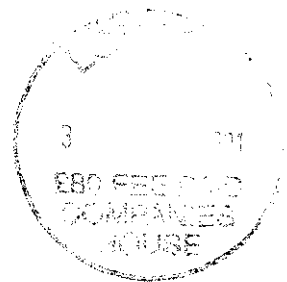


C O M P A N I E S H O U S E

S/D Ldn
M.C.
H5BC 144 934

Company Number: 2584542

The Companies Act 1985
Company Limited by Shares
Resolution of



TICKFORD LIMITED

The following resolution was passed as a Written Resolution (such resolution to have effect as a special resolution) of the Company in accordance with Section 381A of the Companies Act 1985 (as amended) on *1 October* 2001.

Written Resolution

THAT the Company change its name to:-

PRODRIVE AUTOMOTIVE TECHNOLOGY LIMITED



Director/Secretary

Bower & Bailey (HS)
Anchor House
269 Banbury Road
Summertown
Oxford OX2 7JF

