

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2840892

The Registrar of Companies for England and Wales hereby certifies that

AEA TECHNOLOGY BATTERY SYSTEMS LIMITED

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

ABSL POWER SOLUTIONS LTD

Given at Companies House, London, the 25th October 2005



C028408920



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

100006

Company Number: 02840892

THE COMPANIES ACTS 1985 AND 1989



PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

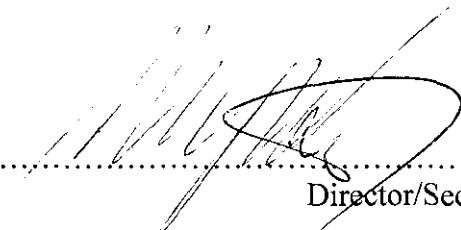
AEA TECHNOLOGY BATTERY SYSTEMS LIMITED (the Company)

Date of the Resolution: 24 October 2005

The following resolution was passed as a Written Resolution pursuant to Section 381A of the Companies Act 1985 (as amended):

SPECIAL RESOLUTION

THAT, following completion of the Master Purchase Agreement dated 13 September 2005 between CIP Industries L.P. Incorporated, Collier International Partners IV-D, L.P., AEA Technology Plc, AEA Technology, Inc. and AEAT Holdings Limited relating to the sale and purchase of certain companies and businesses of the AEA Technology Group, the name of the Company be changed to "ABSL Power Solutions Ltd".


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Director/Secretary

