

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 2868498

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

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

Given at Companies House, Cardiff, the 26th June 2001



\*C02868498P\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —

HC006B

000796

(17)

THE COMPANIES ACT

WRITTEN RESOLUTION  
OF

FIBRO HOLDINGS LIMITED

Company Number: 2868498

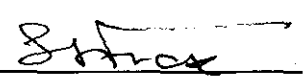
NEW ZEALAND  
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23 JUN 2001  
2301-1-1700  
CO. INC.


NC 3  
5  
19 JUN 2001  
COMPANIES  
HOUSE


We the undersigned, being all the members of the above company for the time being entitled to receive notice of, attend and vote at General Meetings, hereby unanimously pass the following resolution and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the company duly convened and held.

It is resolved that the name of the company be changed to **Fibrowatt Group Limited**.

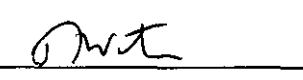
Dated this Seventh day of June 2001.

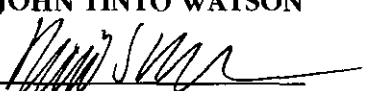
  
SIMON JOSEPH FRASER

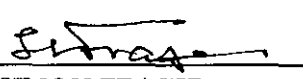
  
ELSPETH JANE FRASER


  
RUPERT JAMES FRASER


  
PAUL GORDON APPS

  
JOHN TINTO WATSON

  
DAVID STEPHANUS RAUBENHEIMER

  
SIMON FRASER  
for and on behalf of  
SJ FRASER DISCRETIONARY TRUST

  
RUPERT FRASER  
For and on behalf of  
THE FRASER EMPIRE TRUST

  
RUPERT FRASER  
As attorney for OLIVIA MARY JULIET DALRYMPLE

  
A20 \*A8Q6N1NP\* 0878  
COMPANIES HOUSE 19/06/01

  
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As attorney for HELENA JANE FRASER

  
RUPERT FRASER

As attorney for PERDITA RACHEL JOSEPHINE FRASER

  
RUPERT FRASER

As attorney for MIRANDA MACKINTOSH

  
RUPERT FRASER

As attorney for KATHARINE JULIA ROWAN

  
RUPERT FRASER

As attorney for CORDELIA JANE TRUEGER

  
RUPERT FRASER

As attorney for ANNE FRASER

  
RUPERT FRASER

As attorney for ARCHIE FRASER

  
SIMON FRASER

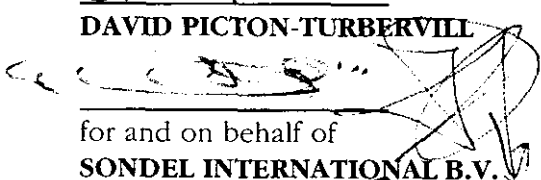
As attorney for POLLY MELOTTE

  
NINA BUTCHER

  
IAN FROGGATT

  
STEPHEN BROOKS

  
DAVID PICTON-TURBERVILL

  
for and on behalf of  
SONDEL INTERNATIONAL B.V.

  
for and on behalf of  
FIRST RENEWABLES LIMITED