

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3180164

The Registrar of Companies for England and Wales hereby certifies that

MECHADYNE INTERNATIONAL PLC

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

MECHADYNE PLC

Given at Manchester, the 4th March 1998



C031801643

F. Grachin

For The Registrar Of Companies



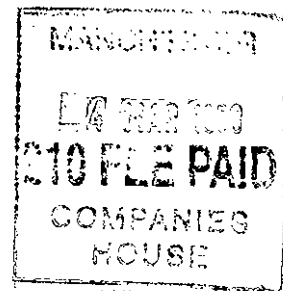
C O M P A N I E S H O U S E

Company No: 3180164

The Companies Act 1985

and

The Companies Act 1989



COMPANY LIMITED BY SHARES

RESOLUTIONS

of

MECHADYNE INTERNATIONAL PLC

Passed 3 March 1998

AT an annual general meeting of the above named company ("the Company"), duly convened and held on 3 March 1998, the following resolutions were duly passed as indicated below:

RESOLUTIONS

ORDINARY RESOLUTIONS

- 1 **THAT** the authorised share capital be increased from £2,700,000 to £4,000,000 by the creation of 13,000,000 new ordinary shares of 10p each in the capital of the Company.
- 2 **THAT** subject to the passing of resolution 1, the Directors be and are hereby generally and unconditionally authorised and empowered pursuant to and in accordance with Section 80 of the Companies Act 1985 (the "Act") to exercise all powers of the Company to allot relevant securities (as defined for the purposes of Section 80(2) of the Act) up to an aggregate nominal amount of £1,948,352.50 provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution (or if earlier, on the date that is 15 months following the date of such passing) save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired and such authority is to be in substitution for all other authorities conferred upon the Directors in relation to the allotment of relevant securities which other authorities cease to have effect from the date of passing of this resolution.

Barclays 088 799 100.00

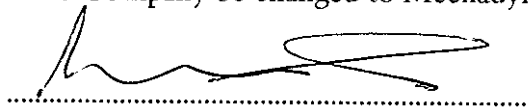
- 3 **THAT** the lease to be entered into between (1) J F Budgett and (2) Mechadyne Limited (No. 1834088) relating to Park Farm Technology Centre, Kirtlington, Kidlington, Oxfordshire in the form produced to the meeting marked "A" and for the purpose of identification initialled by the chairman of the meeting, or on such other terms as may be approved by the board of directors or a committee of the board of directors, be and it is hereby approved in accordance with section 320 of the Act or otherwise.

SPECIAL RESOLUTIONS

- 4 **THAT** subject to the passing of resolution 2, the Directors be and are hereby empowered pursuant to Section 95 of the Act to allot equity securities (as defined in Section 94(2) of the Act) for cash pursuant to the authority conferred by the resolution numbered 2 above as if Section 89(1) of the Act did not apply to any such allotment provided that this power shall be limited to:
- (a) the allotment of ordinary shares pursuant to the placing of ordinary shares of 10p each in the capital of the Company to be undertaken in connection with the application for admission of the ordinary share capital of the Company to listing on the Official List of the London Stock Exchange Limited or any other recognised investment exchange (as such expression is defined in section 207 of the Financial Services Act 1986);
 - (b) the allotment of equity securities in connection with issues to holders of ordinary shares where the equity securities respectively attributable to the interests of such holders are proportionate (as nearly as may be practicable) to the respective number of ordinary shares held by them but subject to such other exclusion or other arrangements as the Directors may deem necessary or expedient to deal with any fractional entitlements or legal or practical problems arising under the laws or requirements of any recognised regulatory body or any stock exchange or otherwise in any overseas territory;
 - (c) the allotment (otherwise than in the circumstances mentioned in paragraphs (a) and (b) above) of equity securities up to a maximum aggregate nominal amount of £102,582.30 (representing 5 per cent. of the issued share capital of the Company);

and shall expire, unless previously revoked or varied by the Company in general meeting, at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution (or, if earlier, on the date that is 15 months following the date of such passing) save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired and such authority is to be in substitution for all other authorities conferred upon the Directors in relation to the allotment of equity securities which other authorities cease to have effect from the date of passing of this resolution.

5 **THAT** the name of the Company be changed to Mechadyne plc.

A handwritten signature in black ink, consisting of a series of loops and a long horizontal stroke, positioned above a dotted line.

Chairman