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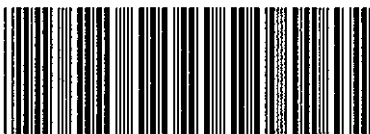
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3425094

The Registrar of Companies for England and Wales hereby certifies that
HOODCO 565 LIMITED

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

Given at Companies House, Cardiff, the 21st July 1998



C03425094K

N. Butler
N. BUTLER

For the Registrar of Companies

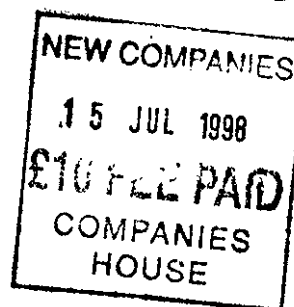


C O M P A N I E S H O U S E

HC006B

01912044210

Hoodco 565 Limited
(CRN: 3425094)
("the Company")



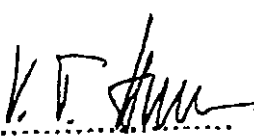
Written record of a decision by the Company's Sole Member
(Pursuant to section 382B of the Companies Act 1985)

On the 2nd July 1998 I, Mr Volker T Husmann together with Dr Thomas Lask being the authorised company representatives of Kennametal Hertel AG Werkzeuge + Hartstoffe, the sole member of the above named Company, hereby confirm that we have considered and resolved to pass the following Special Resolution as if the same had been agreed by the Company in a general meeting:-


Special Resolution

KENNAMETAL HERTEL Limited.

1. That the name of the Company be changed to Kennametal Hertel Limited

Signed 
Mr Volker T Husmann

 **KENNAMETAL HERTEL**
KENNAMETAL HERTEL AG
Werkzeuge + Hartstoffe
Postfach/P.O. Box 1751, D-90707 Fürth
Wehlauer Str. 73 - D-90763 Fürth
Tel: (0911) 73 70-0 - Fax 73 70-3 88

Signed 
Dr Thomas Lask

For and on behalf of
Kennametal Hertel AG Werkzeuge + Hartstoffe