

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

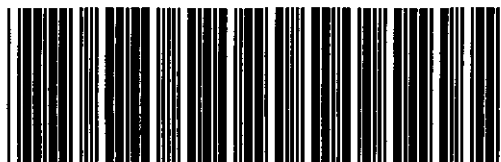
Company No. 3425094

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

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

KENNAMETAL UK LIMITED

Given at Companies House, Cardiff, the 6th February 2003



C034250945



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

0141831.

Company registration No: 3425094

The Companies Act 1985 (as amended)

Written Resolution of

Kennametal Hertel Limited

(the "Company")

I, Volker T Husmann together with Dr Thomas Lask being the authorised company representatives of Kennametal Hertel Aktiengesellschaft Werkzeuge + Harstoffe being the sole member of the Company entitled to attend and vote at General Meetings of the Company hereby pass the following special resolution as a written resolution pursuant to Section 381A and Schedule 15A of the Companies Act 1985 (as amended) and agree that the said special 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:

Change of name

That the name of the Company be changed to Kennametal UK Limited.

.....
Mr Volker T Husmann

29. Jan. 2003, Firth
.....
Dated

.....
Dr Thomas Lask

29. Jan. 2003, Firth
.....
Dated

For and on behalf of
Kennametal Hertel Aktiengesellschaft Werkzeuge + Harstoffe

We being the auditors to the above named Company hereby acknowledge that a copy of the above resolution has been sent to us.

.....
Auditors

.....
Dated

