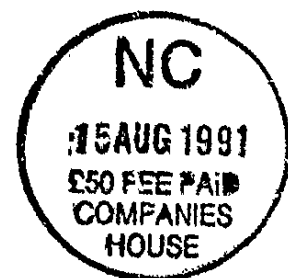


THE COMPANIES ACT 1985 and 1989



COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

MIDLAND METALS (WOLVERHAMPTON) LIMITED

Passed 13th August 1991

AT an Extraordinary General Meeting of the above-named Company, duly convened, and held on 13th August 1991, the following Resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

THAT the name of the Company be changed to "WHEWAY FILTERS Limited".

A handwritten signature in dark ink, appearing to be "L. R. G.", written over a dotted line.

Chairman of the Meeting

FIS/R152503/JSW0011.D.C

2400/MB/P8/00164

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 147195

I hereby certify that

MIDLAND METALS (WOLVERHAMPTON) LIMITED

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

WHEWAY FILTERS LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 21 AUGUST 1991

M. Rose
M. ROSE

an authorised officer