

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 1119794

The Registrar of Companies for England and Wales hereby certifies that  
BRONX ENGINEERING COMPANY LIMITED (THE)

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

Given at Companies House, Cardiff, the 17th January 2002



\*C01119794G\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



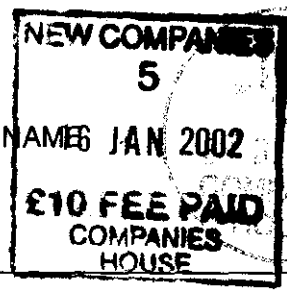
*Companies House*  
— for the record —

HC006B

CON 39445 RWT

Bar  
019179

SPECIAL RESOLUTION ON CHANGE OF NAME  
COMPANIES ACTS



17-1 NM

COMPANY NUMBER 1119794

COMPANY NAME THE BRONX ENIGNEERING COMPANY LIMITED

At an Extraordinary General \* / ~~Annual General~~ / ~~General~~ \* Meeting of the members of the above named company, duly convened and held at:

CHADBOURNE & PARKE, REGIS HOUSE, 45 KING WILLIAM STREET, LONDON EC4R 9AN

on the 13TH day of DECEMBER ~~XX~~ 2001

The following Special Resolution was duly passed:

That the name of the Company be changed to:

NEW NAME AUTUMNLEAVES LIMITED

FOR METALTECH INTERNATIONAL PLC

Signature: [Signature]  
Chairman, Director, Secretary or Officer of the Company

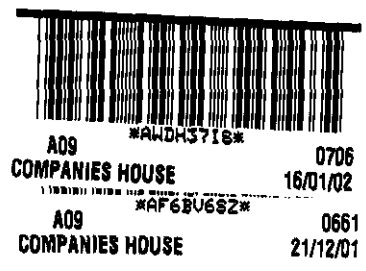
[Signature] Secretary

Notes:

\* Please delete as appropriate.

NB. The copy Resolution must be filed with the Registrar of Companies within 15 days after the passing of the Resolution. Please insert name and address to which the certificate is to be sent:

BEGBIES TRAYNOR  
1 & 2 RAYMOND BUILDINGS  
GRAY'S INN  
LONDON  
WC1R 5NR  
ATTENTION: JOANNE MILNER



RECEIVED  
MAY 11 1964  
U.S. AIR FORCE  
HEADQUARTERS  
WASHINGTON, D.C.