

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1806337

I hereby certify that

INREMCO 60 LIMITED

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

TOLEMAN GROUP MOTORSPORT LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 1ST JULY 1985

D. M. Wilkie
MRS. D. M. WILKIE

an authorised officer

Number 1806337 / 10

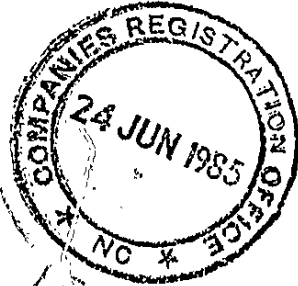


THE COMPANIES ACTS 1948 - 1983
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

OF

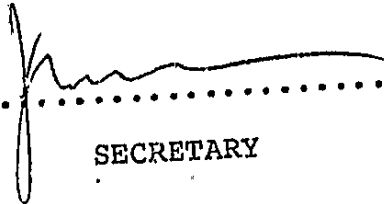
INREMCO 60 LIMITED



At an extraordinary general meeting of the above-named company duly convened and held at Quality Court, Chancery Lane, London WC2 on the 3rd day of May 1985 the following resolutions were duly passed:-

SPECIAL RESOLUTIONS

1. THAT the name of the company be changed to
TOLEMAN GROUP MOTORSPORT LIMITED
2. THAT the authorised share capital of the company be increased from £100 by the creation of a further 1,499,900 ordinary shares of £1 each, ranking pari passu with the existing share capital of the company.

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SECRETARY



Italiana 065069

£40.00