

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

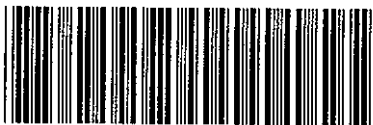
Company No. 2235556

The Registrar of Companies for England and Wales hereby certifies that
POWER CENTRE HOLDINGS LIMITED

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

Given at Companies House, Cardiff, the 1st April 1996


M.LEWIS



C022355560

For the Registrar of Companies



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

HC006B

Company Number : 2235556

LOW 72051/SPN



THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY SHARES



SPECIAL RESOLUTION
OF

POWER CENTRE HOLDINGS LIMITED

(Passed on the 16th day of February 1996)

By Written Resolution of the single Member of the above named company entitled to attend and vote at General Meetings the following Resolution has on the 16th day of February 1996 been passed as a Special Resolution :-

Special Resolution

That the name of the Company be changed to **POWER CENTRE LIMITED**

We hereby certify that the above Resolution does not concern us as auditors.

Coopers + Lybrand

.....
Director
For and on behalf of
Legrand UK Limited

.....
For and on behalf of
Coopers & Lybrand

