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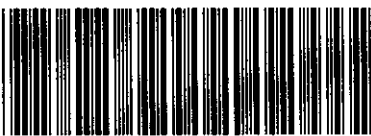
**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 3792693

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

having by special resolution changed its name, is now incorporated  
under the name of  
DHD Engineering Services Limited

Given at Companies House, Cardiff, the 2nd August 1999



\*C037926931\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



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

HC006B

107169 CON 2.8.99

NEW COMPANIES  
27 JUL 1999

THE COMPANIES ACTS 1985 TO 1989

COMPANY NUMBER 3792693

SPECIAL RESOLUTION OF

UNDERFIELD LIMITED



We, the undersigned, COMPANY DIRECTORS LIMITED and TEMPLE SECRETARIES LIMITED, being all the Members for the time being of the Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolutions as Special Resolutions and agree that the said resolutions shall, pursuant to Clause 53 in Table A (which Clause is embodied in the Articles of Association of the Company) or pursuant to any applicable rule of law, 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.

It is resolved:

1. THAT the name of the Company be changed to

**DHD Engineering Services Limited**

2. THAT the Memorandum of Association be altered by the deletion of sub-clause (a) of Clause 3 and the substitution therefor of the following new sub-clause 3 (a):-

(a) (i) To carry on all or any part of the business or businesses as engineers in all its branches and as designers and draughtsmen in all its branches acting as specialists, consultants and advisers in all of them with particular emphasis on civil, structural, chemical, petro-chemical, electronic, electrical, architectural, piping, aircraft, mechanical, heating and ventilating, plastics, mining, drilling, solar, offshore and inshore oil, shipbuilding, marine, transport, building, interior, entertainment, automobile, general and industrial projects or otherwise together with program evaluation and review techniques; to offer a special service of standard pre-prepared plans and illustrations including tracing, copying, artwork or otherwise; to embrace the specialisation of research, development, exploitation, expedition, management and co-ordination in all fields of any of the aforesaid or otherwise; as photographers, printers, publishers, advertising agents, employment and insurance agents, technical authors, builders and building contractors, motor vehicle dealers, entertainers, travel agents, property dealers and to offer secretarial and clerical services and any other service of any nature whatsoever, all as the Company sees fit; to deal generally with goods, products and materials of every description required for any business carried on by the Company acting as distributors, dealers, wholesalers, retailers, importers, exporters or otherwise, and to assemble, process, buy, sell, exchange, hire, hire out, repair, service, maintain, alter, improve, manipulate, prepare for market and otherwise deal with them; to demonstrate, contract, advertise, finance, insure and underwrite in relation thereto, and to do all or any of the above acting as principals, agents, brokers, factors, contractors, appointees, trustees, lessors, lessees, or otherwise either in the United Kingdom or elsewhere.

(ii) To carry on business as a general commercial company and, in conjunction with each other or as separate and distinct undertakings, all or any of the following businesses: manufacturers, importers, exporters, agents, dealers (both wholesale and retail) in all articles of commercial, manufacturing, personal and household use and consumption and in all kinds of raw materials; warehousemen, storage contractors, shipping and forwarding agents; dealers in property and estates; property developers, property managers; estate agents, insurance agents and brokers, financiers, financial agents and to act as nominee, trustee, agent, factor, broker, executor, administrator, receiver for or otherwise on behalf of Companies, Corporations, firms or persons, builders; scaffolders; contractors, heating and ventilation engineers and contractors, refrigeration engineers, specialists and contractors; decorators; painters; bricklayers, specialist carpenters, shuttering manufacturers and erectors; joiners, public works contractors; plasterers, plumbers,

electricians, shop front fitters; builders' and decorators' merchants; civil, mechanical, constructional, agricultural, consulting, heating, electrical and general engineers; welders; sheet metal workers; blacksmiths, motor engineers; garage proprietors; car hire service, taxi proprietors and operators; travel agents, tour operators, proprietors of vehicles and vessels of all kinds; transport and haulage contractors; general engineers; tool makers; booking agents for, and managers of, theatres, cinemas and all other kinds of entertainments and sporting events; turf and sporting accountants in all their branches; proprietors of shops, cafes, clubs, hotels and restaurants, catering contractors, dealers in foods and provisions of all kinds, wine and spirit merchants, licensed victuallers; butchers; grocers, greengrocers; fishmongers and poultry merchants; farmers; florists, horticulturists; bakers, confectioners; tobacconists; ironmongers, hardware merchants; dealers in plastics of all kinds, antique dealers; furniture manufacturers and dealers; leather and fancy goods dealers; jewellers, radio television and electrical retailers, dealers and repairers, toys, games and sports equipment dealers; photographers and dealers in all kinds of photographic material and equipment, film producers and distributors; textile merchants, tailors, fashion designers, ladies and gentlemen's outfitters, boot and shoe retailers, perfumery and cosmetic dealers, hairdressers, manufacturing and retail chemists; printers, publishers, stationers, advertising and publicity agents; public relations specialists, consultants, business transfer agents and employment agents; computer operators' programmers and dealers; market research specialists; business advisors, mail order specialists; dyers and cleaners; dry cleaners, proprietors of launderettes, excavation and demolition contractors; plant hirers; scrap iron and waste merchants and to carry on all or any of the said businesses, and provide services in connection therewith, either together as one business or as separate and distinct businesses, in any part of the world.

Dated: 26 / 7 / 99

Signed \_\_\_\_\_

(Authorised Signatory Of Company Directors Limited)

Signed \_\_\_\_\_

(Authorised Signatory of Temple Secretaries Limited)

**Presenter**

**A1 Company Services Limited  
788-790 Finchley Road  
London NW11 7UR**

**Ref:MO/280510S**

**Tel: 0181 458 9637**