

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 902205

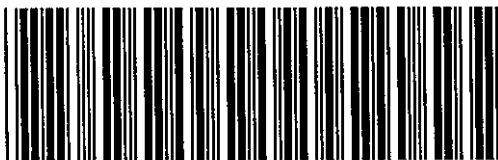
The Registrar of Companies for England and Wales hereby certifies that

SUHNER ELECTRONICS LIMITED

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

HUBER + SUHNER (UK) LIMITED

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



C009022050

P. A. Morgan
P. A. MORGAN (MRS)

For The Registrar Of Companies



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

Number of Company 902205

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of SUHNER ELECTRONICS LIMITED



We, the undersigned Huber + Suhner AG being the sole member for the time being of the above named company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolution as a Special Resolution and agree that the said resolution shall, pursuant to the Articles of Association of the Company, 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

That the name of the Company be changed

to

Huber + Suhner (UK) Limited

Dated this 26 day of February 1996

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for Huber + Suhner AG



Bavelays
702842/100
702857/1360.