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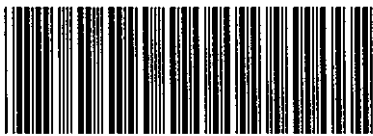
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 542914

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

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

Given at Companies House, Cardiff, the 14th January 1997



C00542914D

R. C. Edwards
R. C. EDWARDS

For the Registrar of Companies



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

HC006B

COLVERN LIMITED

Minutes of an Extraordinary General Meeting held at
Clive House, 12-18 Queens Road, Weybridge, Surrey KT13 9XB
on 19 December 1996



Present: M G Leigh (In the Chair)
(representing Crystalate Electronics Limited)

R W Weaver (representing TTG Nominees Limited)

It was noted that all the members of the company were represented at the meeting pursuant to Section 375 of Companies Act 1985 notwithstanding that statutory notice thereof had not been given. Those present, on behalf of the members of the company that they respectively represented, consented to the holding of the meeting notwithstanding that such notice had not been given and to the passing of the undermentioned resolution as a special resolution.

The Chairman proposed and Mr Weaver seconded the following resolution as a special resolution:-

"That the name of the Company be changed to AB Electronic Limited."

The resolution was put to the meeting and passed unanimously on a show of hands.




.....
Chairman

Certified a true copy of the original
dated 19 December 1996.

Signed 

Dated 6.1.97