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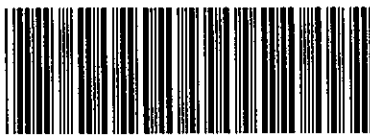
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2538203

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

having by special resolution changed its name, is now incorporated
under the name of
KENDALL ELECTRONICS LTD.

Given at Companies House, Cardiff, the 10th January 1997



C025382039

P. A. Morgan
P.A.MORGAN (MR)

For the Registrar of Companies



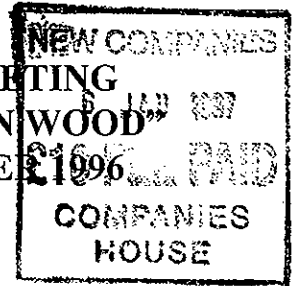
C O M P A N I E S H O U S E

HC006B

2538203

SPECIAL RESOLUTION

EXTRACT OF AN EXTRAORDINARY GENERAL MEETING
OF ONIX ELECTRONICS LIMITED HELD AT "ROBIN WOOD"
COPSEM LANE, ESHER SURREY, ON 27 DECEMBER 1996



PRESENT: Michael O'Brien (Chairman)
Shirley Anne O'Brien
Pu Hsao Hsiung (by proxy in favour of S A O'Brien)

- 1. IT WAS RESOLVED that the name of the Company be changed to Kendall Electronics Ltd.

R G MILLMAN
(Secretary)



2538203