

SPECIAL RESOLUTION

The Companies Act 1985
Private Company Limited by Shares

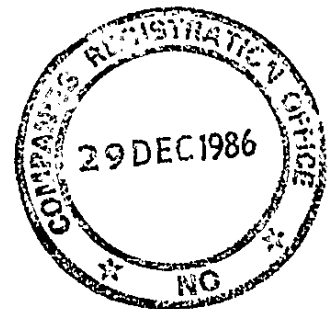
of D. M. BAYLIN TRADING CO. LIMITED

At an Extraordinary General Meeting of the above named Company
duly convened and held at 76, Marylebone High Street, London W1
on 17th December 1986
the following SPECIAL RESOLUTION was duly passed viz:-

RESOLUTION

That the name of the Company be changed to:
BETACOM PRODUCTS LIMITED


D M BAYLIN
CHAIRMAN



EXPRESS COMPANY REGISTRATIONS LTD.
EPWORTH HOUSE,
1-35, CITY ROAD,
LONDON,
EC1Y 1AA



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CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 955321/55

I hereby certify that


D.M.BAYLIN TRADING CO.LIMITED

having by special resolution changed its name, is now

incorporated under the name of

BETACOM PRODUCTS LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 8TH JANUARY 1987


D. M. WILKIE

an authorised officer