



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1306335

/ 10

I hereby certify that

GAVELICAR LIMITED

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

VIDEO LOGIC LIMITED

Given under my hand at Cardiff the **15TH AUGUST 1977**

D. A. Pendlebury
D. A. PENDLEBURY

Assistant Registrar of Companies



1 306338
/9

REGISTRATION
OFFICE
LONDON

FILE PAID
£4.00
17/0

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- OF -

GAVELICAR LIMITED

Passed the 3rd day of July 1977

AT an EXTRAORDINARY GENERAL MEETING of the above named
Company duly convened and held at 9 Lower John Street, London W.1.
on the 3rd day of July 1977, the following Resolution was duly passed
as a Special Resolution :-

RESOLUTION

That with the consent of the Board of Trade the name of the Company
be changed to VIDEO LOGIC LIMITED.

CHAIRMAN

J.I. Crammond



FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1306335

I hereby certify that

VIDEO LOGIC LIMITED

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

VIDEOLOGIC LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 1 NOVEMBER 1989

M. Rose
M. ROSE

an authorised officer

Company No. 1306335



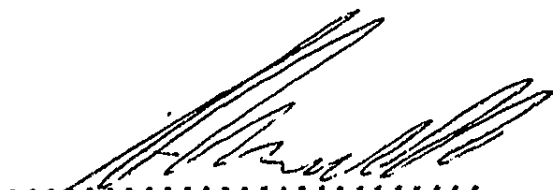
VIDEO LOGIC LIMITED

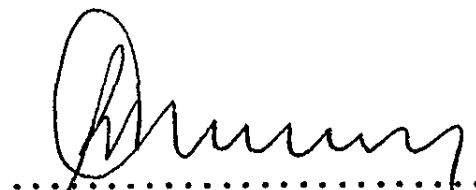
SPECIAL RESOLUTION

PASSED THE 24th DAY OF August 1989

This resolution which is a Special Resolution having been signed by all the Members of the Company for the time being entitled to receive notice of and to attend and vote at general meetings of the Company shall be as valid and effective as if passed at a general meeting of the Company duly convened and held, namely that

"The name of the Company be changed from Video Logic Limited to VideoLogic Limited".


.....
Duly authorised
representative of Avesco plc


.....
Duly authorised
representative of Avesco
Finance Limited

I hereby certify this to be a true
copy of the original

N.S. Ginn
Company Secretary.



NW/1306335