

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1367328

The Registrar of Companies for England and Wales hereby certifies that
DATA SYSTEMS TERMINALS LIMITED

having by special resolution changed its name, is now incorporated
under the name of
COMTREX SYSTEMS CORPORATION LIMITED

Given at Companies House, Cardiff, the 28th October 1997



C01367328R


A. F. FLETCHER

For the Registrar of Companies



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

HC006B

WRITTEN RESOLUTION OF
DATA SYSTEMS TERMINALS LIMITED
COMPANY NUMBER: 1367328



Dated 10 October 1997

Pursuant to s381A of the Companies Act 1985, we, the undersigned, being all Members of Data Systems Terminals Limited who at the date of this resolution are entitled to attend and vote at a General Meeting of the company, hereby pass the resolution as a Special Resolution and agree that the said resolution shall be effective as if the same had been passed by us all at a General Meeting of the company duly convened and held.

"That with the consent of the Department of Trade and Industry the name of the company be changed to Comtrex Systems Corporation Limited".

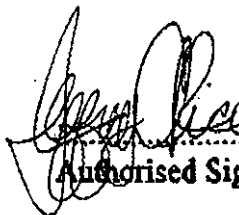
Name

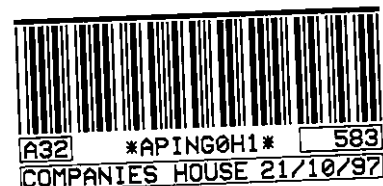
Address

Signature

Comtrex Systems
Corporation

102 Executive Drive
Moorestown
New Jersey 08057
USA

 John Rice DIRECTOR, PRESIDENT,
Authorised Signatory CHIEF EXECUTIVE OFFICER



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