

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2144288

The Registrar of Companies for England and Wales hereby certifies that
STANMORE VIDEO SALES LIMITED

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

Given at Companies House, Cardiff, the 3rd November 1997



C021442882

A handwritten signature in dark ink, appearing to read 'L. Parry'.

MRS. L. PARRY

For the Registrar of Companies



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

HC006B



THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

pursuant to Section 378 Companies Act 1985

Stanmore Video Sales Limited

Company No. 2144288

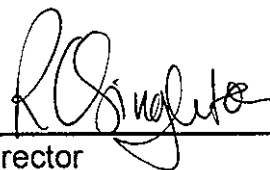
passed the 10th day of October 1997

By means of a written resolution dated the 10th day of October 1997,
and signed by all the members of the above-named company entitled
to receive notice of and to attend and vote at general meetings the
following SPECIAL RESOLUTION was passed :

CHANGE OF
COMPANY
NAME

THAT the name of the company be changed to :

STANMORE SYSTEMS LTD

Signed : 
Director

