

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3006505

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

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

Given at Companies House, Cardiff, the 27th January 1995



C03006505V

A handwritten signature in dark ink, appearing to read 'J.P. Rams'.

For the Registrar of Companies



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

HC006B

THE COMPANIES ACT
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

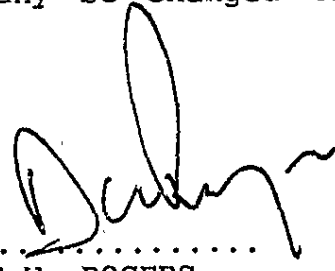
of

RHINEDOCK LIMITED
(Company No. 3006505)

At an Extraordinary General Meeting of RHINEDOCK LIMITED ("the Company") duly convened and held on 9th January 1995 the following resolution was passed as a special resolution.

SPECIAL RESOLUTION

THAT the name of the Company be changed to "Amstrad Direct Limited".


.....
D.C.W. ROGERS
Chairman

