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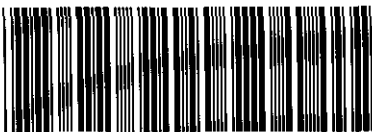
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3765736

The Registrar of Companies for England and Wales hereby certifies that
SEMICONDUCTOR COMPONENTS INDUSTRIES UK LIMITED

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

Given at Companies House, Cardiff, the 14th March 2002



C03765736D



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

The Companies Act 1985 and 1989

Company Number: 3765736

SPECIAL RESOLUTION

of

Semiconductor Components Industries UK Limited

At an Extraordinary General Meeting of the members of the above named Company duly convened and held at 7a Northumberland Buildings, Queen Square, Bath. BA1 2JB on the 28th day of Feb 2002 the following Special Resolution was duly passed:

IT WAS RESOLVED that subject to the consent of the Department of Trade the name of the Company be changed to:

ON Semiconductor Limited

DIRECTOR..... *[Signature]*



PUB *P9A0U922* 0185
COMPANIES HOUSE 13/03/02
BARCLAYS £10.00

716273.

PRESENTED BY: Peter F. Tomlinson
Solicitor
7a Northumberland Buildings
Queen Square
Bath
BA1 2JB