

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3765736

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

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

Given at Companies House, Cardiff, the 1st July 1999



C037657360



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC006B

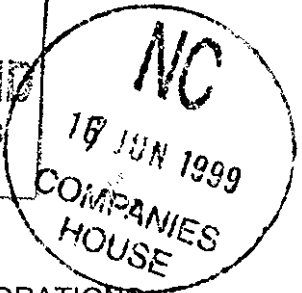
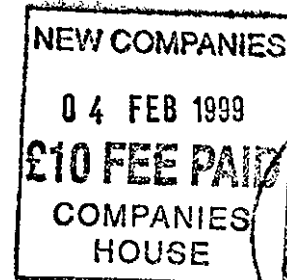
733842

THE COMPANIES ACTS 1985 to 1989

COMPANY NUMBER 3765736

SPECIAL RESOLUTION OF

ARENAMEXICO LIMITED

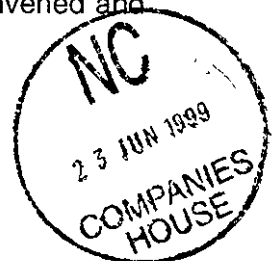


We, the undersigned, INSTANT COMPANIES LIMITED and SWIFT INCORPORATIONS LIMITED, being all the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolution as a Special Resolution and agree that the said resolution shall, pursuant to Clause 53 in Table A (which Clause is embodied in the Articles of Association of the Company) or pursuant to any applicable rule of law, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

It is resolved:

That the name of the Company be changed to:-

SEMICONDUCTOR COMPONENT INDUSTRIES UK LIMITED



Date 14th JUNE 1999

Signed

(Authorised Signatory of INSTANT COMPANIES LIMITED)

Signed

(Authorised Signatory of SWIFT INCORPORATIONS LIMITED)



A03 *AQ6FYHHH* 485
COMPANIES HOUSE 25/06/99
COMPANIES HOUSE 17/06/99

REF 3C2012/CPU
JORDANS LIMITED
21 ST THOMAS ST.
BRISTOL, BS1 6JS