

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4220419

The Registrar of Companies for England and Wales hereby certifies that
DMWSL 333 LIMITED

having by special resolution changed its name, is now incorporated
under the name of
MAPLIN ELECTRONICS (HOLDINGS) LIMITED

Given at Companies House, Cardiff, the 3rd July 2001



C042204192



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B

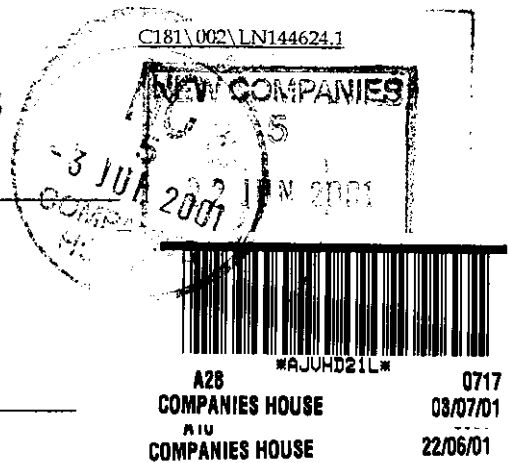
427971

THE COMPANIES ACT 1985

DMWSL 333 LIMITED

(Registered No. 4220419)

WRITTEN RESOLUTION



We, the undersigned, being the sole shareholder of DMWSL 333 Limited ("the Company") entitled to attend and vote at general meetings of the Company hereby resolve by way of written resolution that the following resolution be and is hereby passed (as if the same had been passed as a written resolution at a general meeting of the Company):

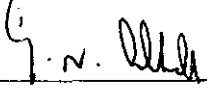
"THAT:

- (1) each of the existing 100 ordinary shares of £1.00 each in the capital of the Company be and are hereby converted into 10,000 ordinary shares of £0.01 each;
- (2) the authorised share capital of the Company be and is hereby increased to £1,800 by the creation of 170,000 Ordinary Shares of £0.01 each having the rights set out in the current Articles of Association of the Company;
- (3) in substitution of any existing power under Section 80 of the Companies Act 1985 as amended (the "Act") but without prejudice to the exercise of any such authority prior to the date hereof the Directors be and are hereby generally and unconditionally authorised in accordance with Section 80 of the Act to exercise all the powers of the Company to allot or issue up to 179,900 Ordinary Shares of £0.01 each such authority to expire five years from the passing of this resolution but so that such authority shall allow the Company to make offers or agreements before the expiry of such authority which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities pursuant to such offers or agreements as if the power confirmed hereby had not expired;
- (4) in substitution for any existing power under Section 95 of the Act the Directors be and are hereby generally and unconditionally empowered pursuant to Section 95 of the Act, to allot up to 179,900 Ordinary Shares of £0.01 each for cash pursuant to the authority given in accordance with Section 80 of the Act in resolution (2) above as if Section 89(1) of the Act did not apply to the allotment such power to expire five years from the date of the passing hereof so that such power shall allow the Company to make offers or agreements before the expiry of this power which would or might require equity securities to be allotted after such expiry and the Directors may allot

equity securities in pursuance of such offers and agreements
as if the power conferred hereby had not expired;

(5)

the name of the Company be changed to "Maplin Electronics
(Holdings) Limited".



Graham Caldwell

Date: 14 June 2001