

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3345585

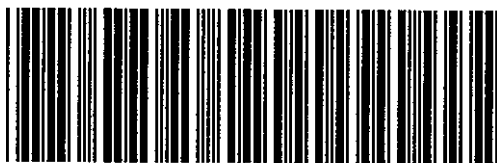
The Registrar of Companies for England and Wales hereby certifies that

RAPIDNICE LIMITED

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

Amphenol Holding UK, Limited

Given at Companies House, London, the 12th May 1997



C03345585B

S. Bashar.

MISS S. BASHAR

For The Registrar Of Companies



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

SECRET

No. 3345585



RAPIDNICE LIMITED



WRITTEN RESOLUTION

The undersigned, being the sole member of the Company and accordingly being the only member who at the date hereof would have been entitled to vote upon the resolutions set out below if such resolutions had been proposed at a general meeting of the Company, hereby pursuant to regulation 53 of Table A (adopted by article 1(a) of the Company's articles of association) hereby resolves that the following resolution be passed as a special resolution.

THAT the name of the Company be changed to "Amphenol Holding UK, Limited".


.....
for and on behalf of
AMPHENOL CORPORATION

Date: 29th April 1997

REF: RXJ
Ashurst Morris Crisp
Broadwalk House
5 Appold Street
London EC2A 2HA

N/c £90-
£10 - VIA CARDIFF
NW 27425