

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3345589

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

having by special resolution changed its name, is now incorporated
under the name of
AMPHENOL COMMERCIAL AND INDUSTRIAL UK, LIMITED

Given at Companies House, Cardiff, the 8th May 1997



C033455897

A handwritten signature in black ink, appearing to read 'L. Parry'.

MRS. L. PARRY

For the Registrar of Companies

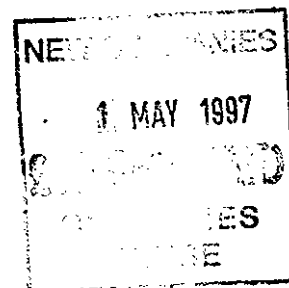


C O M P A N I E S H O U S E

HC006B

No. 3345589

SELECTLIKE LIMITED
WRITTEN RESOLUTIONS



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 Commercial and Industrial UK, Limited".


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

Date: ^{KL}29 April 1997

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

No. 3345589

SELECTLIKE LIMITED

WRITTEN RESOLUTIONS

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 Regulations in the form attached initialled for the purposes of identification be adopted as the articles of association of the Company in substitution for and to the exclusion of all previous articles of association.



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

Date: ^H29 April 1997