

FILE COPY



CERTIFICATE OF INCORPORATION ON RE-REGISTRATION AS A PUBLIC COMPANY

No.

942631

60

I hereby certify that

AMSTRAD CONSUMER ELECTRONICS PUBLIC LIMITED COMPANY

has this day been re-registered under the Companies Acts 1948 to 1980 as a public company, and that the company is limited.

Dated at Cardiff the

30TH SEPTEMBER 1981

A handwritten signature in black ink, appearing to read "J. H. Jones".

Assistant Registrar of Companies



CERTIFICATE OF INCORPORATION

No. 942631

I hereby certify that A. M. S. TRADING CO. (GENERAL IMPORTERS) LIMITED is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the 19th November 1968.

JOHN KNIGHT,
Assistant Registrar of Companies.

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EXTRACTS FROM THE MINUTES OF A MEETING OF THE BOARD OF DIRECTORS OF AMSTRAD CONSUMER ELECTRONICS LIMITED held at 1-7 Garman Road, London N17 on Thursday 10th September 1981 at 2.30pm.

Present: Mr A. M. Sugar (Chairman)
Mr J. L. Rice
Mr R. A. Mould
Mr R. J. East
Mr N. F. Shearman

Item 8. Mr Rice proposed the resolution to the Board concerning the re-registering of Amstrad as a public company. The Board of Directors being of the opinion that it is desirable that the Company should be re-registered as a public company:-

It was resolved that the following alterations be made to the Memorandum of Association of the Company, such alterations to take effect upon the issue by the Registrar of Companies of a certificate of incorporation stating that the Company is a public company:-

- (a) that the name of the Company be changed to "Amstrad Consumer Electronics Public Limited Company", and
- (b) that the Memorandum of Association be further amended by adding the following clause after clause 1: "2. The Company is to be a public company." and by re-numbering the subsequent clauses accordingly.

It was further Resolved that application be made in the prescribed form to the Registrar of Companies for the re-registration of the Company as a public company and that such application be accompanied by a printed copy of the Memorandum of Association of the Company as altered by the foregoing resolution and a statutory declaration in the prescribed form (a draft whereof was produced to the meeting) as required by section 8(5) (b) of The Companies Act 1980.

I certify that this is a true and fair copy from the Minutes of the Board Meeting held on the 10th September 1981.

J. L. Rice,
COMPANY SECRETARY.





CERTIFICATE OF INCORPORATION

No. 942631

I hereby certify that

A.M.S. TRADING CO. (GENERAL IMPORTERS) LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the 19TH NOVEMBER, 1968.

A handwritten signature in black ink, appearing to read 'R. Knight'.

Assistant Registrar of Companies