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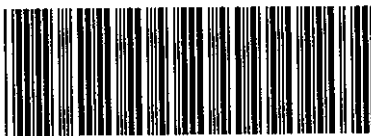
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3313582

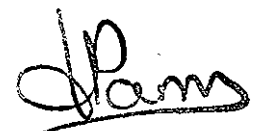
The Registrar of Companies for England and Wales hereby certifies that
HARMONIC LIGHTWAVES LIMITED

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

Given at Companies House, Cardiff, the 29th May 1997



C03313582S


MRS. L. PARRY

For the Registrar of Companies



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

HC006B

Number of Company: 3313582

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES



SPECIAL RESOLUTION

OF

HARMONIC LIGHTWAVES LIMITED

Passed on12-5.....1997

At the Extraordinary General Meeting of the above-named Company, duly convened and held at Brambleside, Deadmans Lane, Galleywood, Chelmsford, CM2 0QT

on12-5.....1997

the following Resolution was duly passed as a Special Resolution,

namely:-

SPECIAL RESOLUTION

THAT, WITH THE CONSENT OF THE REGISTRAR OF COMPANIES, THE COMPANY NAME BE CHANGED TO

.....TELCAT LIMITED.....

.....12-5.....1997

.....G C Bray.....
G C Bray

