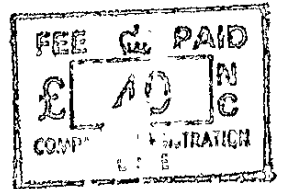


Company Number: 190137



SPECIAL RESOLUTION IN WRITING OF MEMBERS

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

THORN EMI INSTRUMENTS LIMITED

Pursuant to the Articles of Association of the Company, we being all the Members of the Company for the time being entitled to receive notice of and to attend and vote at General Meetings of the Company HEREBY RESOLVE the following as a Special Resolution of the Company:-

SPECIAL RESOLUTION

THAT the name of the Company be changed to MEGGER Instruments Limited.

..... *W. J. Goldfinch*
W.J. Goldfinch

..... *W*
For and on behalf of AVO
International Limited (formerly
Legibus 890 Limited)

Dated: 21st July 1987

JMC.420.D



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FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 190137

I hereby certify that

THORN EMI INSTRUMENTS LIMITED

having by special resolution changed its name,

is now incorporated under the name of

MEGGER INSTRUMENTS LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 22 JULY 1987

A handwritten signature in dark ink, appearing to read 'D. M. Wilkie'.

D. M. WILKIE

an authorised officer