

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3266654

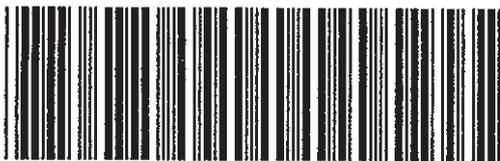
The Registrar of Companies for England and Wales hereby certifies that

MINMAR (361) LIMITED

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

Dell Distribution (EMEA) Limited

Given at Companies House, London, the 9th January 1997



C032666548

L. Barnes
MRS. L. BARNES

For The Registrar Of Companies



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



THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTIONS

of

Minmar (361) Limited ("the Company")

(Passed on *8th January* 1997)

AT a GENERAL MEETING of the above named Company duly convened and held on the above date the following Resolutions were duly passed as SPECIAL RESOLUTIONS of the Company:-

SPECIAL RESOLUTIONS

- (1) the name of the Company be changed to Dell Distribution (EMEA) Limited.
- (2) the objects of the Company in the Memorandum of Association be altered as follows:
 - (i) by the re-numbering of the current sub-clause 3(II)(A) as sub-clause 3(II)(A)(i);
 - (ii) by the addition of the following as a new sub-clause 3(II)(A)(ii):

"To carry on business as developers and suppliers of computer software computer hardware microprocessor based personal computer systems and peripheral equipment relating to computers as suppliers of services relating to computers as advisers managers operators of and otherwise in relation to the use of computers system design data processing economic analysis economic model building management consultancy operational research management science and scientific analysis and to purchase sell let on hire lease distribute export import hire take on lease or licence and effect to maintain repair ensure and generally deal in computer equipment computer software and all forms of computerised equipment."

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Chairman of the Meeting

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