

State of Idaho

Department of State

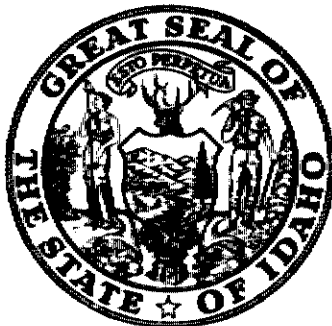
AMENDED CERTIFICATE OF AUTHORITY OF

NORTH AMERICAN PHILIPS CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of NORTH AMERICAN PHILIPS CORPORATION for an Amended Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Amended Certificate of Authority to PHILIPS ELECTRONICS NORTH AMERICA CORPORATION to transact business in this State under the name PHILIPS ELECTRONICS NORTH AMERICA CORPORATION and attach hereto a duplicate original of the Application for such Amended Certificate.

Dated: June 7, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Greg Clark*

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1-118, Idaho Code, the undersigned corporation hereby applies for an amended certificate of authority to transact business in the State of Idaho and for that purpose submits the following statement.

1. A Certificate of Authority was issued to the corporation by your office on January 4, 19 88, authorizing it to transact business in the State of Idaho under the name of North American Philips Corporation

2. Its corporate name has been changed to PHILIPS ELECTRONICS NORTH AMERICA CORPORATION

(Note: If the corporation name has not been changed, insert "No change.")

3. The name which it shall use hereafter in the State of Idaho is

Note: If the corporate name has been changed and the new name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or any abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Idaho. If a professional service corporation, add the appropriate word in place of those listed above.)

4. It desires to pursue in the transaction of business in the State of Idaho purposes other than or in addition to those set forth in its prior application for certificate of authority, as follows:

No Change

(Note: If no additional purposes are proposed, insert "No change.")

Dated May 27, 19 93

By Samuel J. Rozel, Its Senior Vice President

And G. Lucas, Its Attesting Secretary

STATE OF NEW YORK

COUNTY OF NEW YORK

Lynne A. Bezikos, a notary public, do hereby certify that on this 27th day of May, 19 93, personally appeared

JUN 7 3 21 PM '93 SECRETARY OF STATE

(continued on reverse)

before me Samuel J. Rozel who being by me first duly sworn.

declared that he is the Sr. Vice President of North American Philips Corporation

that he signed the foregoing document as Senior Vice President of the corporation and that the statements therein contained are true.

Lyne A. Sezikos
Notary Public

LYNE A. SEZIKOS
Notary Public, State of New York
No. 02864787812

Qualified in New York County
Term Expires December 31, 1994

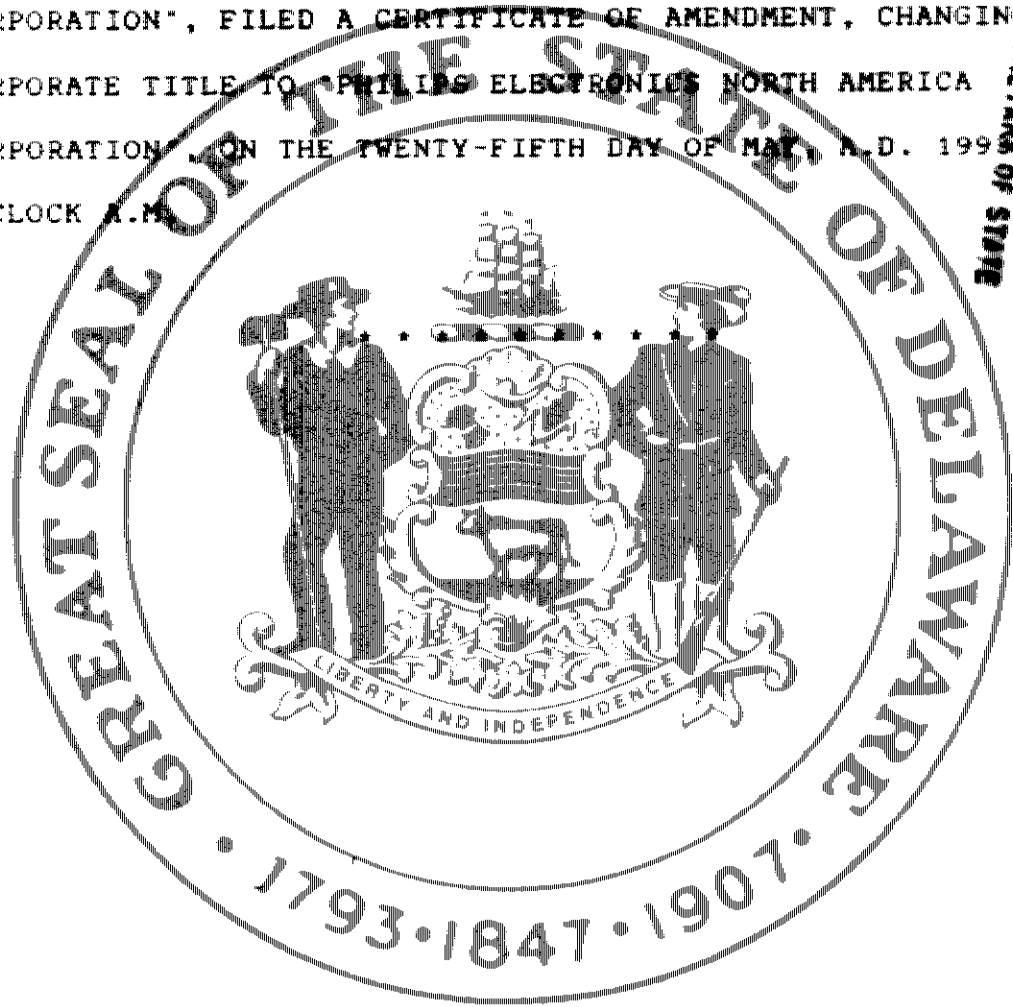
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STATE SECRETARY OF STATE
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CL 9: 0523 0870 1
DEPOSITED 20 25.00- 25.00

State of Delaware
Office of the Secretary of State

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "NORTH AMERICAN PHILIPS CORPORATION", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS CORPORATE TITLE TO "PHILIPS ELECTRONICS NORTH AMERICA CORPORATION", ON THE TWENTY-FIFTH DAY OF MAY, A.D. 1993 AT 11 O'CLOCK A.M.

SECRETARY OF STATE
MAY 26 1993



William T. Quillen

William T. Quillen, Secretary of State

AUTHENTICATION: *3913913

DATE: 05/26/1993