



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1743099

The Registrar of Companies for England and Wales hereby certifies that

O2 (UK) LIMITED

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

TELEFÓNICA O2 UK LIMITED

Given at Companies House on **30th May 2008**



C01743099T



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

Company Number 1743099

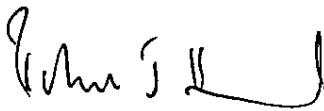
**RESOLUTION
OF
O2 (UK) LIMITED**



On the 21st day of May 2008, the following resolutions were duly passed as written resolutions in accordance with the requirements of sections 288 to 300 of the Companies Act 2006 by the requisite majority of the members of the Company

As a special resolution in accordance with section 283 of the Companies Act 2006

- 1 THAT the name of the Company be changed to Telefónica O2 UK Limited
- 2 AND THAT the Memorandum and Articles of Association be amended to reflect this change, and a copy filed with the Registrar of Companies



For and on behalf of
O2 Secretaries Limited
Company Secretary



LD1 30/05/2008 52
COMPANIES HOUSE