

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1752098

The Registrar of Companies for England and Wales hereby certifies that
TEAM SYSTEMS (INSTALLATIONS) LIMITED

having by special resolution changed its name, is now incorporated
under the name of
TIS SOFTWARE (EBT) LIMITED

Given at Companies House, Cardiff, the 8th May 2002



C017520987



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B

Company Number: 1752098

ACCEPT UNSTAMPED £10

NC/CN 62018

SIGNED *A. Morrison*

DATE *8/5/02*

COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

TEAM SYSTEMS (INSTALLATIONS) LIMITED

WRITTEN RESOLUTION

Written Resolution of the sole member of the Company made pursuant to Section 382B(1) of the Companies Act 1985:-

SPECIAL RESOLUTIONS

1. That the name of the company be and is hereby changed from Team Systems (Installations) Limited to

"TIS SOFTWARE ~~HOLDINGS~~ (EBT) LIMITED".

Jana Lister

2. That Clause 3 of the Memorandum of Association of the Company be altered as follows:-

- (a) By the deletion of Clause 3A thereof and the substitution therefor of the following:-

"3A (1) Carry on the business of a corporate trustee of an employee share ownership trust.

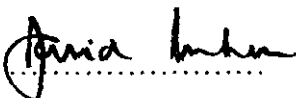
3A (2) To acquire shares, stock, securities, debentures, debenture stock, bonds, or obligations issued or guaranteed by any company, corporation or undertaking of any nature and wherever it may be constituted or carrying on business and to hold and manage them and to exercise and enforce all or any of the rights or privileges arising under them";

- (b) By the insertion of the following as a new sub-clause 3R after the existing clause 3Q:-

"3R To operate an "employees share scheme" (as defined in section 743 Companies Act 1985) and/or any other share scheme or incentive scheme operated for the benefit of employees or former employees or officers or former officers of any company in the same group as the Company or their wives, husbands, widows, widowers, children or step-children or other dependants including, without limitation, any approved or unapproved share option scheme, savings related share option scheme, phantom share option scheme, profit related pay, bonuses or any other arrangements of a similar nature"; and

- (c) by the re-designation of the existing clauses 3R and 3S as clauses 3S and 3T respectively.

Dated 26 October 2001

Signed 

For and on behalf of
TIS Software Limited