

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1977742

The Registrar of Companies for England and Wales hereby certifies that
TOP TECHNOLOGY LIMITED

having by special resolution changed its name, is now incorporated
under the name of
TOP TECHNOLOGY VENTURES LIMITED

Given at Companies House, Cardiff, the 22nd January 2001



C01977742L

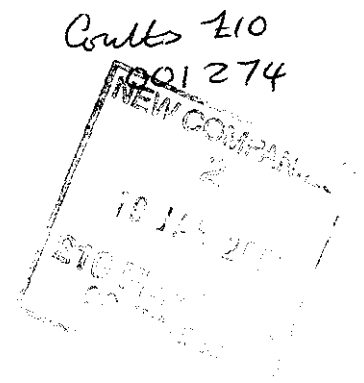


THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

001274
Company Number: 1977742



THE COMPANIES ACT 1985

AND

THE COMPANIES ACT 1989

SPECIAL RESOLUTION OF

TOP TECHNOLOGY LIMITED

On the 16th day of January 2001, the following RESOLUTION IN WRITING, such resolution having effect as a special resolution, was duly passed by all the members of the Company who were at the date thereof entitled to attend and vote at a general meeting of the Company pursuant to section 381A, Companies Act 1985 (as amended):

“THAT the name of the Company be changed to Top Technology Ventures Limited”.



C J Wise
Company Secretary
16th January 2001

