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**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2408478

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

having by special resolution changed its name, is now incorporated
under the name of
CREATURE LABS LTD.

Given at Companies House, Cardiff, the 21st February 2001



C02408478K



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

CyberLife Technology Limited


At the annual general meeting of CyberLife Technology Limited duly convened and held on Wednesday 14 February 2001, the following resolutions were passed of which resolutions 1 to 7 were passed as ordinary resolutions and resolution 8 and 9 were passed as special resolutions.

ORDINARY RESOLUTIONS

1. To re-elect Mr D. Clipsham who was appointed a director by the board after the previous annual general meeting and so, pursuant to the Company's Articles of Association, is to stand for reappointment.
2. To re-elect Mr L. Edgar who was appointed a director by the board after the previous annual general meeting and so, pursuant to the Company's Articles of Association, is to stand for reappointment.
3. To re-elect Mr I. Konrath who was appointed a director by the board after the previous annual general meeting and so, pursuant to the Company's Articles of Association, is to stand for reappointment.
4. To re-elect Mr M. Wilsher who retires by rotation as a director in accordance with the Company's Articles of Association.
5. To reappoint PricewaterhouseCoopers as auditors of the Company to hold office until the conclusion of the next general meeting at which the accounts are laid before the Company and to authorise the directors to set their remuneration.
6. THAT conditional upon the passing of the resolutions numbered 7 and 8 the directors be generally and unconditionally authorised for the purposes of section 80 of the Act to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80(2) of the Act) up to an aggregate nominal amount of £10 in connection with the allotment of shares under the Les Edgar Agreement (as defined in resolution 7). This authority shall expire within five years from the date on which this resolution is passed, save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.
7. THAT conditional upon the passing of the resolutions numbered 6 and 8 the share option agreement between Les Edgar and the Company (the "**Les Edgar Agreement**") (a copy of the Rules of which is produced to this Meeting and for the purpose of identification initialled by the Chairman), be and is hereby adopted and established and the directors of the Company be and they are hereby authorised to do all acts and things which they may consider necessary or desirable to carry the Agreement into effect including the making of further or consequential amendments thereto.

SPECIAL RESOLUTIONS

8. THAT subject to the passing of resolutions 6 and 7, the directors be empowered to allot equity securities (as defined in section 94(2) of the Act) of the Company pursuant to the authority conferred by resolution 6 as if section 89(1) of the said Act did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities in connection with the Les Edgar Agreement (as defined in resolution 7). This power shall expire within 5 years from the date on which the resolution is passed, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.
9. THAT the name of the Company be changed to Creature Labs Ltd.


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Secretary