

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2542980

The Registrar of Companies for England and Wales hereby certifies that

F.D.M. GROUP PLC

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

FDM GROUP PLC

Given at Companies House, London, the 24th March 2005



C02542980N



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —



Company Number: 2542980



THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

RESOLUTIONS OF

FDM GROUP PLC

Passed on 23 March 2005



At an extraordinary general meeting of the Company, duly convened and held at 11:00 a.m. on Wednesday, 23 March, 2005 at 2 Serjeants' Inn, London EC4Y 1LT, the following resolutions were duly passed, as to resolutions 1, 2, 3 and 5 as special resolutions and as to resolution 4 as an ordinary resolution:-

RESOLUTIONS

1. Subject to and with effect from the date on which the registrar of companies issues an altered certificate of incorporation, the name of the Company was changed to FDM Group Plc.
2. Pursuant to section 4 of the Companies Act 1985 (the "**Act**"), the objects clause set out in clause 4 of the memorandum of association of the Company was altered by inserting the following new clause 4(A)(a) after the present clause 4(A):

"(A)(a) To carry on all or any of the businesses of a holding company and for that purpose to acquire by purchase, lease, concession, grant, subscription, licence or otherwise and hold any freehold, leasehold or other property for any estate or interest whatsoever, stocks, shares, debentures, debenture stock, businesses, options, rights, privileges, bonds, notes, obligations and securities of any government, state or authority or any public or private company, corporate or unincorporated as the Company shall deem fit and generally to manage, develop, lease, sell or dispose of the same".

3. Subject to and conditional upon admission of the Company's ordinary shares to trading on the Alternative Investment Market of the London Stock Exchange plc becoming effective on or before 30 September 2005 ("**Admission**"), pursuant to section 9 of the Act, the Articles of Association of the Company were deleted in their entirety and the regulations contained in the document submitted to the meeting, and for the purpose of identification signed by the Chairman, were approved and adopted as the Articles of

Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association of the Company.

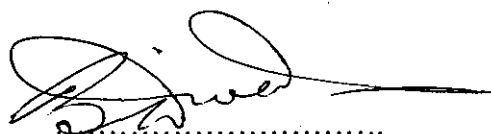
4. Subject to the passing of resolution 3, and in substitution for any existing authority under section 80 of the Act but without prejudice to the exercise of any such authority prior to the date hereof, the directors were authorised generally and unconditionally for the purposes of section 80 of the 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 a maximum aggregate nominal amount equal to £127,826.67 or immediately following Admission up to a maximum aggregate nominal amount equal to the lesser of (i) £127,826.67 and (ii) an amount equal to one third in nominal value of the ordinary share capital of the Company in issue immediately following Admission, to such persons and at such times and on such terms as they think proper during the period expiring (unless previously revoked or varied by the Company in general meeting) at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution 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 an offer or agreement as if the authority conferred by this resolution had not expired.
5. Subject to the passing of resolution 4, and in substitution for any existing power under section 95 of the Act, but without prejudice to the exercise of any such power prior to the date hereof, the directors were empowered pursuant to section 95(1) of the Act to allot equity securities (within the meaning of section 94 of the Act) wholly for cash pursuant to the authority conferred on the directors by resolution 4 as if sub-section (1) of section 89 of the Act did not apply to such allotment provided that this power shall (unless previously revoked or varied by the Company in general meeting) expire on the conclusion of the next Annual General Meeting of the Company after the passing of this resolution 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 and shall be limited to:
 - 5.1. the allotment of up to 5,000,000 ordinary shares of 1p each in the capital of the Company in connection with the proposed placing of Ordinary Shares to certain institutional and other investors more fully described in the letter from the Company to its shareholders dated 4 March 2005;
 - 5.2. the allotment of up to 1,000,000 ordinary shares of 1p each in the capital of the Company in connection with the grant of options to subscribe for ordinary shares in the capital of the Company more fully described in the letter from the Company to its shareholders dated 4 March 2005;
 - 5.3. the allotment of equity securities in connection with a rights issue, open offer or otherwise in favour of ordinary shareholders where the equity securities respectively attributable to the interest of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them and for the purposes of this resolution "rights issue" means offer of equity securities open for acceptance for a period fixed by the directors to:

5.3.1. holders on the register on a fixed record date of ordinary shares in proportion to their respective holdings; and

5.3.2. holders on the register on a fixed record date of other equity securities to the extent expressly required or (if considered appropriate by the directors) permitted by the rights attached thereto;

but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of, or the requirements of any regulatory body or any stock exchange or otherwise in any territory; and

5.4. the allotment (otherwise than pursuant to paragraphs 5.1, 5.2 and 5.3 above) of equity securities up to an aggregate nominal value of £11,304 representing approximately 5 per cent. of the issued share capital of the Company following Admission.

A handwritten signature in black ink, appearing to be 'B. J. ...', followed by a horizontal line of dots.

CHAIRMAN