

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2549191

The Registrar of Companies for England and Wales hereby certifies that

QUADRAMATIC PLC

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

MONEY CONTROLS plc

Given at Leeds, the 9th February 1999



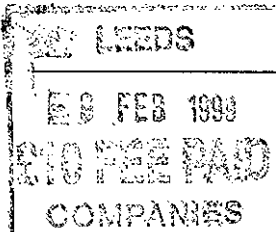
C025491918

Carol Walker
CAROL WALKER

For The Registrar Of Companies



C O M P A N I E S H O U S E



Company Number : 02549191

QUADRAMATIC plc

The following resolutions were passed as special resolutions at the annual general meeting of the Company convened and duly held at 3:15 p.m. on 5 February 1999:

"Special Resolution

That subject to and conditional upon the passing of the resolution numbered 7 set out in the Notice convening an Annual General Meeting of the Company on 5th February 1999 the Directors be and they hereby are empowered pursuant to Section 95 of the Act to allot equity securities of the Company (which in this resolution shall have the meaning given to that term in section 94(2) of the Act) pursuant to the authority conferred by the resolution as if section 89(1) of the Act did not apply to any such allotment provided that this power shall be limited:

- (i) to the allotment of equity securities in connection with a rights issue in favour of ordinary shareholders and holders of any other shares or securities of the Company that by their terms are entitled to participate in such rights issue where the equity securities respectively attributable to the interests of all ordinary shareholders and such holders are proportionate (as nearly as may be) to the respective number of ordinary shares held by them or into which their shares or securities are to be deemed converted in calculating the extent of their participation but subject to such exclusions as the Directors may deem fit to deal with fractional entitlements or problems arising in respect of any overseas territory; and
- (ii) otherwise than pursuant to sub paragraph i) above up to an aggregate nominal value of £73,943 and the authority given shall, unless revoked or renewed in accordance with section 95(3) of the Act expire on the date being 15 months from the passing of this resolution or if earlier on the conclusion of the next Annual General Meeting of the Company except that the Company may before the expiry of such period make an offer, agreement or other arrangement which would or might require equity securities to be allotted in pursuance of any such offer, agreement or arrangement as if the power hereby conferred had not expired.

Special Resolution

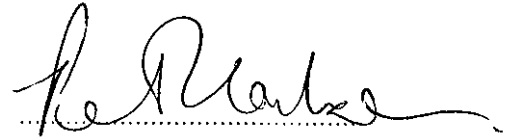
That pursuant to Article 52(B) of the Company's Articles of Association, the Company is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 163 of the Act) of the ordinary shares of 3 pence each in the capital of the Company ("ordinary shares") provided that:

- (i) the maximum number of ordinary shares hereby authorised to be purchased is 5,012,991, being 10% of the issued share capital of the Company;
- (ii) the minimum price which may be paid for an ordinary share is 3 pence per ordinary share exclusive of expenses;
- (iii) the maximum price which may be paid for an ordinary share is an amount equal to 5% above the average of the middle market quotations derived from the London Stock Exchange Daily Official List for the 5 business days immediately preceding the day of purchase, exclusive of expenses;

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- (iv) the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company, unless such authority is renewed prior to such time; and
 - (v) the Company may make a contract to purchase ordinary shares under this authority which will or may be executed wholly or partly after the expiry of such authority, and may make purchases of ordinary shares in pursuance of any such contract.

Special Resolution

That the name of the Company be changed to Money Controls plc."

A handwritten signature in black ink, appearing to read 'R. J. Markes', is written over a horizontal dotted line.

Company Secretary