

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 2579692

The Registrar of Companies for England and Wales hereby certifies that

FOURTH SHIFT EUROPE LIMITED

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

SOFTBRANDS EUROPE LIMITED

Given at Companies House, London, the 1st March 2002



\*C025796920\*

  
**L. CONNELLY**

For The Registrar Of Companies



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

N/C  
B 108089  
SIDAY

Company No. 2579692

THE COMPANIES ACT 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

FOURTH SHIFT EUROPE LIMITED



We, the undersigned, being the sole member of the Company entitled to receive notice of and to attend and vote at general meetings of the Company resolve pursuant to Section 381A of the Companies Act 1985 that the following resolution be passed and agree that it shall have affect as a special resolution, as if passed at a general meeting duly convened and held:-

SPECIAL RESOLUTION

Change of name

That the name of the Company be changed to "SOFTBRANDS EUROPE LIMITED" with immediate effect.

*Michael Knight*  
.....  
Chairman

Dated: 28/02/02

