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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



Company No. 2579692

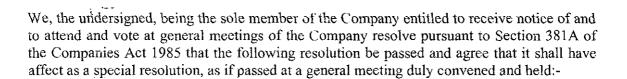
THE COMPANIES ACT 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

FOURTH SHIFT EUROPE LIMITED



SPECIAL RESOLUTION

Change of name

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

Michael Kunght
Chairman

Dated: 28/02/02

COMPANIES HOUSE 01/08/02