

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2942785

The Registrar of Companies for England and Wales hereby certifies that

PEREGRINE SYSTEMS NO. 2 LIMITED

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

HARBINGER COMMERCE LIMITED

Given at Companies House, London, the 26th February 2003



C02942785P



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

Company Number: 2942785

53560
**WRITTEN RESOLUTION OF
PEREGRINE SYSTEMS NO.2 LIMITED ("the Company")**




We, the undersigned, being the Sole Member for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings of the Company HEREBY PASS the following written resolution and agree that the said resolution shall, pursuant to Clause 5.2 of the Articles of Association of the Company, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

It is hereby resolved that:

the name of the Company be changed to

HARBINGER COMMERCE LIMITED

Dated 24 February 2003


for and on behalf of
Inovis Inc.