

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2942785

The Registrar of Companies for England and Wales hereby certifies that
HARBINGER UK LIMITED

having by special resolution changed its name, is now incorporated
under the name of
PEREGRINE SYSTEMS NO. 2 LIMITED

Given at Companies House, Cardiff, the 8th October 2001



C029427857



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

12/1799

CERTIFIED TO BE A TRUE
COPY OF THE ORIGINAL
Baker & McKenzie
BAKER & MCKENZIE
SOLICITORS
100 NEW BRIDGE STREET
LONDON
EC4V 6JA

Company Number: 2942785

WRITTEN RESOLUTION of
HARBINGER UK LIMITED ("the Company")

Pursuant to the provisions of [~~Clause [] of the Articles of Association of the Company~~]/Clause 53 of Table A of the Companies Act 1985 (which Clause is incorporated in the Articles of Association of the Company)/~~Section 381A of the Companies Act 1985~~, the following [~~is a~~/are] Resolution[s] in writing signed by [~~the Sole Member~~/all the Members] for the time being of the Company entitled to receive notice of and to attend and vote at General Meetings of the Company and shall for all purposes be as valid and effective as if the same had been passed as a Special Resolution and at a General Meeting of the Company duly convened and held.

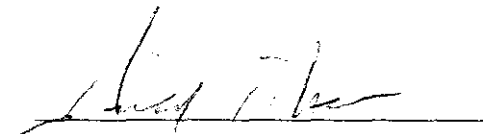
IT IS RESOLVED that the name of the Company be changed to

PEREGRINE SYSTEMS NO. 2 LIMITED



duly authorised signatory for
[Peregrine Connectivity, Inc.]

Dated: 1 / 10 / 2001



duly authorised signatory for
[Peregrine E-Markets, Inc.]

Dated: 1 / 10 / 2001



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COMPANIES HOUSE

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05/10/01