

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3014367

The Registrar of Companies for England and Wales hereby certifies that

FREESERVE PUBLIC LIMITED COMPANY

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

Freeserve plc

Given at Companies House, London, the 12th July 1999



C03014367B

A. J. Harness
A J HARNESS

For The Registrar Of Companies



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

Registered No: 3014367



The Companies Act 1985

.....

A COMPANY LIMITED BY SHARES

RESOLUTIONS

of

Freeserve Public Limited Company

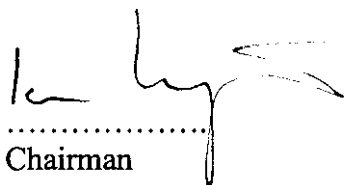
The following Resolutions were duly passed as special resolutions of the Company on 5 July 1999.

SPECIAL RESOLUTION

THAT the name of the Company be changed from Freeserve Public Limited Company to Freeserve plc.

THAT the final sentence of Article 70.1 of the Articles of Association of the Company be replaced with the following sentence:

“For such time as any company or corporation holds shares as nominee for any other persons, such company or corporation may appoint any or all of those persons as its corporate representatives and each person so appointed shall be able to act as corporate representative in respect of the number of shares which are held for him as nominee by that company.”


.....
Chairman

9 July 1999

N. INC £100
C.B. 048939
S. DAY