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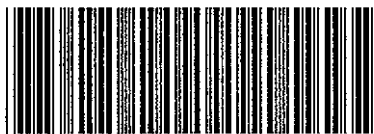
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3022954

The Registrar of Companies for England and Wales hereby certifies that
ELM RIDGE COMPUTING LIMITED

having by special resolution changed its name, is now incorporated
under the name of
PANTHER GROUP UK LIMITED

Given at Companies House, Cardiff, the 1st June 1998



C030229540

E. P. Owen
MRS. E. P. OWEN

For the Registrar of Companies



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

HC006B

CON/ 01157 / CG-S

COMPANY NUMBER 3022954

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

(pursuant to Section 378 of the Companies Act 1985)

ELM RIDGE COMPUTING LIMITED

Passed 8 November 1997

AT AN EXTRAORDINARY GENERAL MEETING of the above named company duly convened and held at the Registered Office

On the 8th day of November 1997 the sub joined SPECIAL RESOLUTIONS were duly passed:

THAT the name of the company be changed to Panther Group UK Limited

CHAIRMAN

