

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3036256

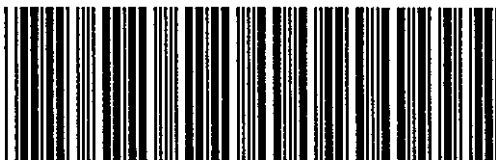
The Registrar of Companies for England and Wales hereby certifies that

INGLEBY (812) LIMITED

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

ITnet Holdings Limited

Given at Birmingham, the 9th November 1995



C030362568

Cheryl Ellis
CHERYL ELLIS

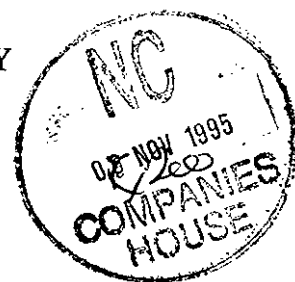
For The Registrar Of Companies



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

COPY RESOLUTIONS FOR FILING AT COMPANIES REGISTRY

Number of Company: 3036256



The Companies Act 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

INGLEBY (812) LIMITED

Passed on 9 November 1995

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at 55 Colmore Row, Birmingham, B3 2AS on 9 November 1995 the following Resolution was duly passed as a SPECIAL RESOLUTION:

SPECIAL RESOLUTION

- (1) "THAT the name of the Company be changed from 'Ingleby (812) Limited' to 'ITnet Holdings Limited'."



..... M. J. Sawyer
For and on behalf of Ingleby Holdings Limited
Chairman