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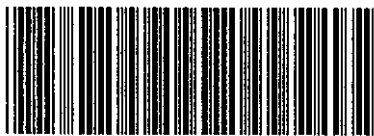
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3124387

The Registrar of Companies for England and Wales hereby certifies that
THE TELEPHONE AGENCY LIMITED

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

Given at Companies House, Cardiff, the 20th December 1996



C03124387J

P. A. Morgan
P.A.MORGAN (MRS)

For the Registrar of Companies

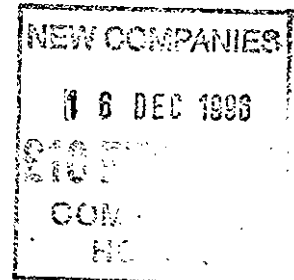


C O M P A N I E S H O U S E

HC006B

Company Number 3124387

The Companies Act 1985
SPECIAL RESOLUTION
OF THE TELEPHONE AGENCY LIMITED



Passed 8 December 1996

Pursuant to Article 53 of Table A Companies Act 1985, the following Resolution signed by all the Members for the time being entitled to receive Notice and to attend and vote at General Meetings shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held:-

RESOLUTION

THAT the name of the Company be changed to EFFECTIVE PERFORMANCE LIMITED

Signature

Nigel Linane

Director/Secretary/Chairman

Karen Miller
M & N Secretaries
The Glenmill
1 Battersea Bridge Rd
London SW11 3BG
SW11 3BG