

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3150270

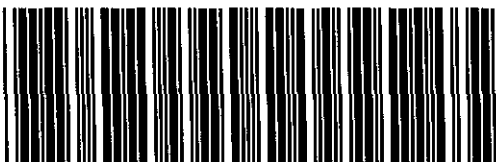
The Registrar of Companies for England and Wales hereby certifies that

AMBRIDGE CONSULTING LIMITED

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

ELAN TELECOMMUNICATIONS LIMITED

Given at Companies House, London, the 28th March 2002



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For The Registrar Of Companies



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

S/DAY 280
N/C
NW138279



**WRITTEN RESOLUTION
OF
AMBRIDGE CONSULTING LIMITED**
(Company number: 3150270)
Passed on 19 March 2002

We, the undersigned, being the sole member for the time being of the above named Company entitled to attend and vote at general meetings thereof HEREBY PASS the following resolution as a special resolution of the Company as specified below pursuant to section 381A Companies Act 1985 and confirm that such resolution shall be as valid and effectual as if it had been passed at an extraordinary general meeting of the Company duly convened and held:

1 SPECIAL RESOLUTION

That the name of the Company be changed to "Elan Telecommunications Limited".

.....*S. Fin*.....

AMBRIDGE GROUP LIMITED

