

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3220934

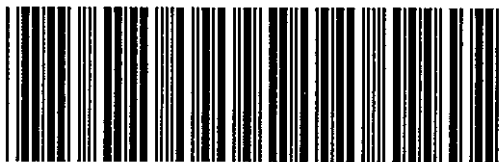
The Registrar of Companies for England and Wales hereby certifies that

PLOWMAN ASSOCIATES LIMITED

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

DEALWISE LIMITED

Given at Leeds, the 22nd August 1996



C03220934L

Carol Walker
CAROL WALKER

For The Registrar Of Companies



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

No. 3220934



The Companies Act 1985

COMPANY LIMITED BY SHARES

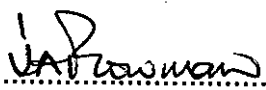
RESOLUTION
OF
PLOWMAN ASSOCIATES LIMITED

Passed 20 August 1996

At an Extraordinary General Meeting of the above named Company, duly convened and held on 20 August 1996, the following resolution was duly passed as a Special Resolution

SPECIAL RESOLUTION

That the name of the Company be changed to "**Dealwise Limited**"


Chairman of the Meeting