

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 3373001

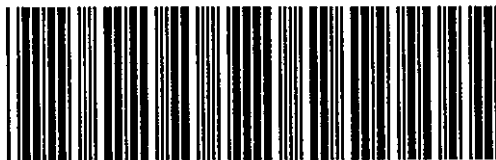
The Registrar of Companies for England and Wales hereby certifies that

EUROBELL (NO.1) LIMITED

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

EUROBELL MANAGED SERVICES LIMITED

Given at Companies House, Cardiff, the 3rd July 1997



\*C033730012\*

A handwritten signature in ink, reading 'D. J. Phillips', over a circular embossed stamp.

**D. J. PHILLIPS**

For The Registrar Of Companies



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

Company number 3373001

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES



RESOLUTIONS

of

EUROBELL (No.1) LIMITED

(passed on 2 July 1997)

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at East India House, 109-117 Middlesex Street, London E1 7JF on 2 July 1997, the following resolutions were duly passed, to resolutions 1 to 3, as elective resolutions of the Company, and, as to resolution 4, as a special resolution of the Company:

*3/7/97*

ELECTIVE RESOLUTIONS

1. That pursuant to Section 252 of the Companies Act 1985, the Company dispense with the laying of accounts and reports before the Company in general meeting.
2. That pursuant to Section 366A of the Companies Act 1985, the Company dispense with the holding of annual general meetings of the Company.


*L.B.  
- 9 pf 200  
Sampson  
013666*



3. That pursuant to section 386 of the Companies Act 1985, the Company dispense with the obligation to appoint auditors annually.

SPECIAL RESOLUTION

4. That the name of the Company be changed to Eurobell Managed Services Limited.

  
.....  
Chairman