

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3589136

The Registrar of Companies for England and Wales hereby certifies that
ROADORDER LIMITED

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

Given at Companies House, Cardiff, the 7th August 1998



C035891366

A J Turner
A L TURNER

For the Registrar of Companies



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

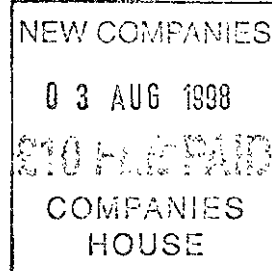
HC006B

THE COMPANIES ACTS 1985 to 1989

COMPANY NUMBER 3589136

SPECIAL RESOLUTION OF

ROADORDER LIMITED



We, the undersigned, INSTANT COMPANIES LIMITED and SWIFT INCORPORATIONS LIMITED, being all the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolution as a Special Resolution and agree that the said resolution shall, pursuant to Clause 53 in Table A (which Clause is embodied in the Articles of Association of the Company) or pursuant to any applicable rule of law, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

It is resolved:

That the name of the Company be changed to:-

ABLYN LTD.

Date 22nd July 1998.

Signed

A handwritten signature in dark ink, appearing to be "A. D. D.", written over a horizontal line.

(Authorised Signatory of INSTANT COMPANIES LIMITED)

Signed

A handwritten signature in dark ink, appearing to be "M. D. D.", written over a horizontal line.

(Authorised Signatory of SWIFT INCORPORATIONS LIMITED)