

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3609752

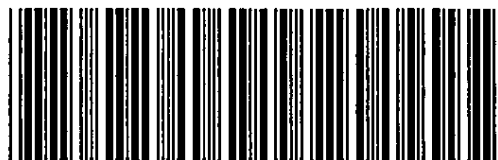
The Registrar of Companies for England and Wales hereby certifies that

E-DISTRICT.NET PLC

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

YOOMEDIA PLC

Given at Companies House, London, the 5th April 2002



C036097524

A handwritten signature in black ink, likely belonging to the Registrar of Companies.

For The Registrar Of Companies



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

Company No: 3609752



THE COMPANIES ACT 1985

PUBLIC LIMITED COMPANY

RESOLUTIONS

of

E-DISTRICT.NET PLC

("the Company")

PASSED the 5th April 2002

At an Extraordinary General Meeting of the Company duly convened and held on the 5th day of April 2002 the following resolutions were duly passed of which resolutions numbered 1 to 3 were passed as ordinary resolutions and resolutions 4 and 5 were passed as special resolutions of the Company:

ORDINARY RESOLUTIONS

1. That the grant by the Company of the Fearon Option (as defined in the circular of the Company of which the notice of extraordinary general meeting which contained this resolution formed part ("the Circular")), the principal terms of which are set out in Part III of the Circular, be and is hereby approved.
2. That the grant by the Company of the Abrams Option (as defined in the Circular), the principal terms of which are set out in Part III of the Circular, be and is hereby approved
3. That the EMI Options (as defined in the Circular), the principal terms of which are set out in Part II of the Circular, be and are hereby approved and adopted and the Directors be authorised to enter into agreements for the grant of EMI Options and to carry out all acts and do such things necessary to effect the granting of EMI Options.

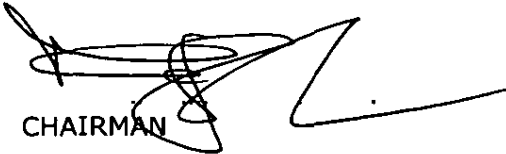
SPECIAL RESOLUTIONS

4. THAT, in substitution for all existing authorities, the Directors be empowered pursuant to Section 95 of the Act to allot equity securities (as defined in Section 94(2) of the Act) as if Section 89(1) of the Act did not apply to any such allotment provided that this power shall be limited to
 - 4.1 the allotment of equity securities in connection with any invitation made to the holders of Ordinary Shares to subscribe by way of rights in the same proportions (as nearly as may be) to their respective holdings but subject to such exclusions or other arrangements as the Directors consider necessary or expedient in connection with Ordinary Shares representing fractional entitlement or on account of either legal or practical problems arising in connection with the laws of any territory or of the requirements of any applicable regulatory body or stock exchange in any territory;
 - 4.2 the allotment of 4,000,000 Ordinary Shares pursuant to the Share Option Agreements (as defined in the Circular) and the allotment of 1,000,000 Ordinary Shares pursuant to the EMI Options (as defined in the Circular);

- 4.3 to the allotment (otherwise than pursuant to sub-paragraphs 4.1 and 4.2 of this Resolution) of equity securities up to an aggregate nominal amount of £383,790;

and shall expire at the conclusion of the next Annual General Meeting of the Company or fifteen months after the date thereof if earlier save that the Company may at any time before such expiry make an offer or agreement which would or might require equity securities to be allotted for cash after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

5. That the name of the Company be changed to YooMedia PLC.


CHAIRMAN