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CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

Company No. 3649514

The Registrar of Companies for England and Wales hereby certifies that

THISTLEBERRY LIMITED

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

BONDNET LIMITED

Given at Companies House, London, the 11th November 1998

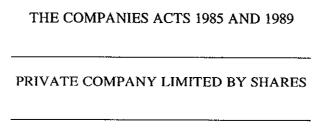
C03649514A

MRS. L. BARNES

For The Registrar Of Companies



Company No. 3649514





RESOLUTION IN WRITING

of

THISTLEBERRY LIMITED

Clifford Chance Nominees Limited, being the sole member of the Company who at the date of this resolution is entitled to attend and vote at a general meeting of the Company, RESOLVE, in accordance with section 381A of the Companies Act 1985 to pass the following special resolution, AS FOLLOWS:

THAT the Company's name be changed to BONDNET LIMITED.

SIGNATURE: for and on behalf of Clifford Chance Nominees Limited

DATE: 10/11/98

N/C £100 NW 017031 S/DAY

London-1/265575/01

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