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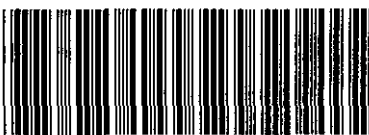
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3687872

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

having by special resolution changed its name, is now incorporated
under the name of
SHOOSMITHS MEDIATION SERVICES LIMITED

Given at Companies House, Cardiff, the 14th May 1999



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THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

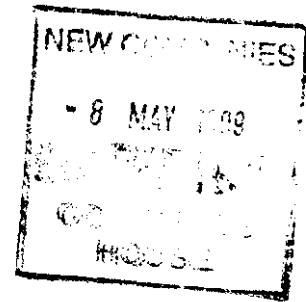


C O M P A N I E S H O U S E

HC006B

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COGANT LIMITED
Company Number : 3687872
Companies Act 1985 & 1989
Company Limited by Shares



In accordance with Regulation 53 of Table A and the Schedule to the Companies (Table A to F) Regulations 1985 (as amended) as incorporated in the Company's Articles of Association, I, the undersigned, being the sole member of the Company and the only person who would, at the date of this Resolution, have been entitled to vote upon it if proposed at a General Meeting, pass the following Resolution as a Special Resolution of the Company :-

SPECIAL RESOLUTION

THAT the name of the Company be changed to :-

"SHOOSMITHS MEDIATION SERVICES LIMITED"

SIGNED :

Dated this 7th day of May 1999

