

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3720775

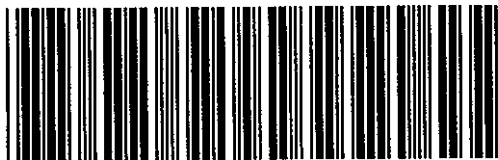
The Registrar of Companies for England and Wales hereby certifies that

POLARCROWN LIMITED

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

PUBMASTER HOLDINGS LIMITED

Given at Companies House, Cardiff, the 17th June 1999



C03720775G

2 name .
Miss C Reakes

For The Registrar Of Companies



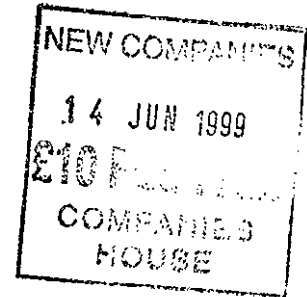
C O M P A N I E S H O U S E

020620

Company No. 3720775

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES



RESOLUTION IN WRITING

of

POLARCROWN 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 PUBMASTER HOLDINGS LIMITED.

SIGNATURE:

for and on behalf of Clifford Chance Nominees Limited

DATE:

11 June 1999

