

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3756436

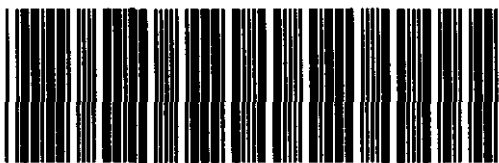
The Registrar of Companies for England and Wales hereby certifies that

ADMINSOURCE (UK) LIMITED

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

ADMINSOURCE HOLDINGS (UK) LIMITED

Given at Companies House, Cardiff, the 10th September 1999



C037564369

A handwritten signature in black ink, appearing to read 'S.L. Morgan'.

For The Registrar Of Companies



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

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ADMINSOURCE (UK) LIMITED (the "Company")

Private Company Limited By Shares

WRITTEN SPECIAL RESOLUTION

Pursuant to Article 4.3.1 of the Articles of Association of the Company, I, the undersigned, being the sole member of the Company entitled to receive notice of and to attend and vote at General Meetings of the Company, hereby resolve by way of Special Resolution:-

THAT with the consent of the Registrar of Companies the name of the Company be changed to "AdminSource Holdings (UK) Limited".

Dated this 8 day of September 1999

Signed *h u*
QUENTIN/GEORGE PAUL COOKE

