

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3810754

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

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

PREBON TECHNOLOGY LIMITED

Given at Companies House, London, the 31st March 2003



C03810754U



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

CH/Online

Certified to be a true and complete copy.

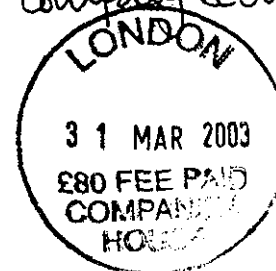
Company Number 3810754

Threl-Jessley
Company Secretary

THE COMPANIES ACT 1985

-and-

THE COMPANIES ACT 1989
(the "Act")



PRIVATE COMPANY LIMITED BY SHARES

UNANIMOUS WRITTEN RESOLUTION

of

KINETECH LIMITED
(the "Company")

passed on **March 2003**

I the undersigned being the authorised agent of the member of the Company having the right to vote at general meetings signify my assent to the passing of the resolutions set out below under the provisions of section 381(A) of the Act to the effect that such resolutions, which would otherwise be required to be passed as Special Resolutions, shall be deemed to be as effective as if they had been passed at a General Meeting of the Company duly convened and held.

WRITTEN RESOLUTIONS

1. THAT the name of the Company be changed to:

PREBON TECHNOLOGY LIMITED

With effect from close of business on 31 March 2003.

2. THAT the Company's Registered Office be and is hereby changed to:

Hill House
Heron Square
Richmond
Surrey TW9 1EP

With effect from close of business on 31 March 2003.

Signed by Sarah Collis
For and on behalf of
Kinotech Holdings Limited

)
)
)

[Signature]

