

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3833128

The Registrar of Companies for England and Wales hereby certifies that
BUYERS GUIDE PLC

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

Given at Companies House, Cardiff, the 16th July 2002



C03833128F



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

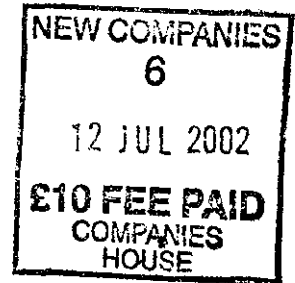


Companies House
— for the record —

HC006B

DED

No: 3833128

**THE COMPANIES ACT 1985****BUYERS GUIDE PLC**

At the annual general meeting of **Buyers Guide Plc** duly convened and held on 2 July 2002, the following resolutions were passed of which resolutions 1 to 4 and 6 were passed as ordinary resolutions and resolutions 5 and 7 were passed as special resolutions.

1. THAT the financial statements for the year ended 31 December 2001 and the Report of the directors and auditors thereon be received and adopted.
2. THAT Howard Flight who retires pursuant to the Articles of Association of the Company and who offers himself for re-election be re-elected as a director.
3. THAT Tony Caplin who retires pursuant to the Articles of Association of the Company and who offers himself for re-election be re-elected as a director.
4. THAT Ernst & Young LLP be reappointed as auditors of the Company and the Directors be authorised to fix their remuneration.
5. THAT the name of the Company be changed to 'Venturia plc'.
6. THAT the directors be and they are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities, (within the meaning of section 80(2) of the said Act) up to an aggregate nominal amount of £30,000 provided that this authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2003 (save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired).
7. THAT subject to the passing of resolution 6 above, the directors be and they are hereby empowered to allot equity securities (as defined in section 94(2) of the Companies Act 1985) for cash pursuant to the authority conferred by resolution 6 above as if section 89(1) of the said Act did not apply to any such allotment, provided that such power shall be limited to the allotment of equity securities:
 - (a) in connection with an offer or issue in favour of ordinary shareholders and holders of any other class of equity securities where the equity securities are proportionate (as nearly as practicable) to the respective number of ordinary shares and any other class of equity securities held by such holders but subject to such exclusions or other arrangements as the directors may deem necessary or desirable in relation to fractional entitlements or legal or practical problems arising in, or pursuant to, the

laws of any territory or the requirements of any regulatory body or stock exchange in any territory; and

(b) otherwise than pursuant to (a) above, up to an aggregate nominal amount of £4,362,

and this power shall be in substitution for any existing power and shall expire at the conclusion of the annual general meeting of the Company to be held in 2003 save that the Company may before such expiry make any offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement as if the power conferred hereby had not expired.



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Secretary

Presented by: Ashurst Morris Crisp
Broadwalk House
5 Appold Street
London EC2A 2HA
Tel: 020-7638 1111

