

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3879877

The Registrar of Companies for England and Wales hereby certifies that
M M & S (2598) LIMITED

having by special resolution changed its name, is now incorporated
under the name of
I-GRASP.COM LIMITED

Given at Companies House, Cardiff, the 10th April 2000



C038798779



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

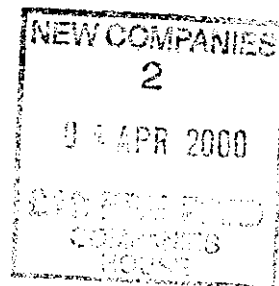


C O M P A N I E S H O U S E

HC006B

015674

Number of Company: 3879877



THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF
MM&S (2598) LIMITED
(the "Company")

Passed on 31 March 2000

We, the undersigned, being all the Members of the Company, resolve that the following Resolution be passed and agree that the following Resolution have effect as a Special Resolution as if passed at a General Meeting duly convened and held:-

SPECIAL RESOLUTION

That the name of the Company be changed to I-GRASP.COM Limited.

Philip A. Owen
Signed by **P. A. OWEN**
duly authorised by and on behalf of
VINDEK LIMITED

Philip A. Owen
Signed by **P. A. OWEN**
duly authorised by and on behalf of
VINDEK SERVICES LIMITED

(being all the shareholders of the Company)

