

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3943514

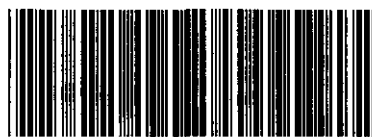
The Registrar of Companies for England and Wales hereby certifies that
MANTISFLOW HOLDINGS LIMITED

having by special resolution changed its name, is now incorporated

under the name of

TRADER MEDIA (TNT) HOLDINGS LIMITED

Given at Companies House, Cardiff, the 22nd July 2002



C03943514L



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B

001875

MANTISFLOW HOLDINGS LIMITED

(Registered Number 3943514)

WRITTEN RESOLUTION OF THE SOLE SHAREHOLDER

We, Mantisflow Group Limited, being the only member of the Company entitled to attend and vote at a General Meeting of the Company, hereby resolve, in accordance with Section 381A of the Companies Act 1985, that the following resolution be and are hereby passed as Written Resolutions of the Company.

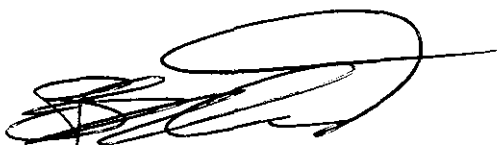
WRITTEN RESOLUTIONS

“THAT”

1) The Company “MANTISFLOW HOLDINGS LIMITED” take on the new name of

“TRADER MEDIA (TNT) HOLDINGS LIMITED “

subject to approval from the Registrar of Companies



Brian Muirhead
Director for and on behalf of
Mantisflow Group Limited
Date : 17th July 2002



Mark Goddard
Director for an on behalf of
Mantisflow Group Limited
Date : 17th July 2002



Unit 6,
Thatcham Bushell Vill,
Colthorp Lane,
Thatcham,
Berkshire, RG19 4LW.