

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 4071207

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

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

Given at Companies House, Cardiff, the 16th November 2000



\*C04071207F\*



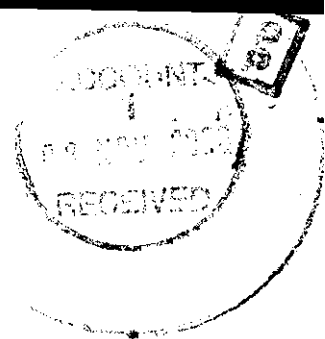
THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



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

HC006B

Company Number: 4071207



The Companies Act 1985 - 1989

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**PRIVATE COMPANY LIMITED BY SHARES**

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**MEMBERS**

**RESOLUTION IN WRITING**

**OF**

**CICERO COMMUNICATIONS LIMITED**

Pursuant to Section 381A of the Companies Act 1985 we, the undersigned being all the Members of Cicero Communications Limited who are entitled to attend and vote at general meetings of the Company, HEREBY RESOLVE:

THAT

**SPECIAL RESOLUTION - CHANGE OF NAME**

The Company's name be changed to:

CICERO CONSULTING LIMITED

**ORDINARY RESOLUTION - SUB-DIVISION OF SHARE CAPITAL**

the 1,000 shares of £1 each in the capital of the Company be and they are hereby sub-divided into 10,000 shares of 10p each. All such shares to rank pari passu in every respect with each other.

**ORDINARY RESOLUTION - INCREASE IN AUTHORISED SHARE CAPITAL**

the Authorised Share Capital of the Company be and it is hereby increased from £1,000.00 to £250,000.00 by the creation of 2,490,000 Ordinary Shares of 10p each,




such Shares to rank pari passu in all respects with the existing Shares in the Capital of the Company.

**ORDINARY RESOLUTION - AUTHORITY TO ALLOT SHARES**

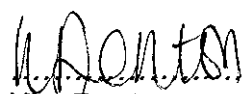
that the Directors be and they are hereby generally and unconditionally authorised for the purpose of Section 80 of the Companies Act 1985 to allot all Shares in the authorised Share Capital of the Company which are unissued at the date of passing of this Resolution at any time or times during the period of five years from the date hereof.

**SIGNATURES:**

**DATED<sup>1</sup>**

  
.....  
Katrina Tatam

3<sup>rd</sup> November 2000

  
.....  
Kim Denton

3<sup>rd</sup> November 2000

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<sup>1</sup> The date of this Resolution is the date when it was signed by the last Member to sign.