

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4204490

The Registrar of Companies for England and Wales hereby certifies that

IP2IPO LIMITED

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

IP2IPO GROUP LIMITED

Given at Companies House, London, the 31st July 2001



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C04204490U

For The Registrar Of Companies



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

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NIC
NW 042351



Company Number 4204490

IP2IPO LIMITED

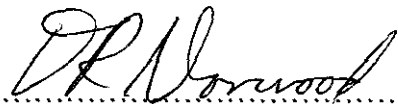
Written Resolution

Beeson Gregory Group plc, as sole shareholder of the Company, has today passed a written resolution as follows:

Written Resolution

THAT, subject to the consent of the Registrar of Companies, the name of the Company be changed to "IP2IPO Group Limited".

Dated 30 July 2001


.....
David Norwood
Chairman

The Registry
Royal Mint Court
London
EC3N 4LB

