

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4220016

The Registrar of Companies for England and Wales hereby certifies that

PRO-CUR HOLDCO LIMITED

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

XCHANGING PROCUREMENT SERVICES (HOLDCO) LIMITED

Given at Companies House, London, the 2nd January 2003



C042200161



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —



Company No. 4220016

PRO-CUR HOLDCO LIMITED

I HEREBY CERTIFY THAT the following is a true and fair copy of resolutions passed at the Annual General Meeting of the Company held on 8th November 2002:

Special Resolution

THAT the name of the Company be changed to Xchanging Procurement Services (Holdco) Limited.

Elective Resolutions

- (a) THAT, under the provisions of Section 252 of the Companies Act 1985, the Company dispense with the laying of Accounts and Reports before general meeting.
- (b) THAT, under the provisions of Section 366A of the Companies Act 1985, the Company dispense with the holding of Annual General Meetings.
- (c) THAT, under the provisions of Section 386 of the Companies Act 1985, the Company dispense with the annual appointment of Auditors.

.....
Secretary

