

FILE COPY



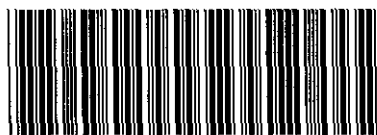
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4247143

The Registrar of Companies for England and Wales hereby certifies that
BT WIRELESS INTERKOM HOLDINGS LIMITED

having by special resolution changed its name, is now incorporated
under the name of
O2 HOLDINGS LIMITED

Given at Companies House, Cardiff, the 3rd December 2001



C042471432



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

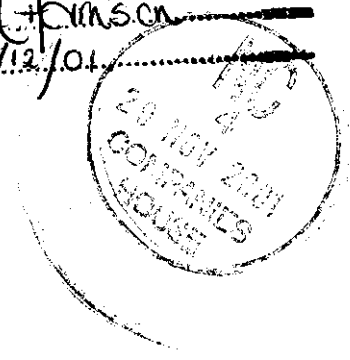


Companies House
— for the record —

HC006B

Company Number: 4247143

ACCEPT UNSTAMPED £10
NO FEE W/VER
SIGNED A. PIMSON
DATE 23/12/01



BT Wireless Interkom Holdings Limited

The Companies Act 1985

A Company Limited by Shares

SPECIAL RESOLUTION

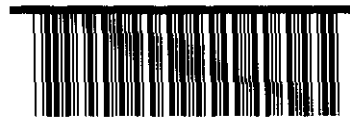
In accordance with s.380, at an Extraordinary General Meeting of the Company, held at 5 Longwalk Road, Stockley Park East, Uxbridge, Middlesex UB11 1TT, the following Special Resolution was approved:

CHANGE OF NAME

"It was **RESOLVED THAT** the name of the Company be changed to O2 Holdings Limited."

David Borthwick
Chairman

Date 28/11/01



A34
COMPANIES HOUSE

AUN4N66U

0250
29/11/01