

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4365404

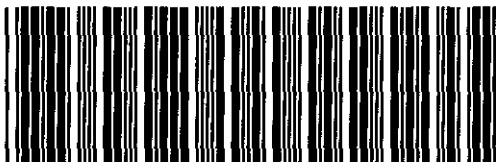
The Registrar of Companies for England and Wales hereby certifies that

PORTFOLIO VENTURES (READING) II NOMINEE 2 LIMITED

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

PORTFOLIO VENTURES (READING) II HOLDCO LIMITED

Given at Companies House, London, the 3rd December 2002



C043654042



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

130033



Company No: 4365404

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

RESOLUTION

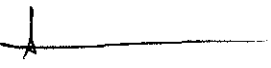
of

PORTFOLIO VENTURES (READING) II NOMINEE 2 LIMITED

Notice of a decision of the sole member of the Company made on 3rd December 2002 and having the effect as a special resolution passed by the Company in general meeting:

Special Resolution

THAT the name of the Company be changed to Portfolio Ventures (Reading) II Holdco Limited



For and on behalf of
PORTFOLIO VENTURES (READING GP III) LIMITED
(the sole member of the Company)

