

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4408755

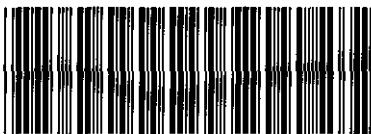
The Registrar of Companies for England and Wales hereby certifies that
MERIT AND MARKAD TECHNOLOGIES LIMITED

having by special resolution changed its name, is now incorporated

under the name of

MERIT MERRELL TECHNOLOGY LIMITED

Given at Companies House, Cardiff, the 30th May 2003



C04408755T



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

COMPANY NUMBER: 4408755

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION

OF

MERIT AND MARKAD TECHNOLOGIES LIMITED (the "Company")

passed on 27 May 2003

Pursuant to regulation 53 of Table A in the Schedule to the Companies (Tables A-F) Regulations 1985 (which forms part of the articles of association of the Company), we the undersigned being the sole member of the Company for the time being entitled to receive notice of and to attend and vote at general meetings of the Company hereby pass the following resolution as a written resolution and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed as a special resolution at a general meeting of the Company duly convened and held.

WRITTEN RESOLUTION

That the name of the Company be changed to "Merit Merrell Technology Limited".

C. Benion

For and on behalf of Merit Merrell Technology Limited (in the process of changing its name to Merit Holdings Limited)

27 May 2003



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