

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4625136

The Registrar of Companies for England and Wales hereby certifies that
EVER 1988 LIMITED

having by special resolution changed its name, is now incorporated
under the name of
CAMERAS2U.COM LIMITED

Given at Companies House, Cardiff, the 10th March 2003



C046251369



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B

131725
Company No: 4625136

WRITTEN RESOLUTION

- OF -

EVER 1988 LIMITED

Dated the 6th day of March 2003



We, the undersigned, being the sole member of the Company hereby pass the following Resolutions of the Company pursuant to section 381A of the Companies Act 1985 and confirm that such Resolutions shall be as valid and effective as if they had been passed at an Extraordinary General Meeting of the Company duly convened and held:-

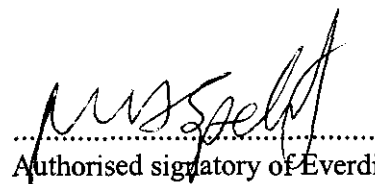
1. THAT for the purposes of section 80 of the Companies Act 1985 the Directors be and they are hereby generally and unconditionally authorised to allot relevant securities (as defined by that Section) up to a maximum nominal value of £1,000, being the authorised but as yet unissued share capital of the Company provided that this authority shall expire five years after the passing of this Resolution unless previously renewed, revoked or varied in any way.
2. THAT the Directors (being generally authorised by the resolution numbered 1 above for the purposes of section 80 of the Companies Act 1985) be and they are hereby unconditionally empowered pursuant to section 95 of the Companies Act 1985 to allot or agree to allot 1,000 Ordinary Shares of £1.00 each in the capital of the Company and that the provisions of sections 89 and 90 of the Companies Act 1985 shall not apply to any such allotment or agreement to allot provided that this authorisation shall expire five years after the passing of this Resolution.
3. THAT, the name of the Company be changed to "CAMERAS2U.COM Limited".

NAME

SIGNATURE

For and on behalf of Everdirector Limited

Everdirector Limited

A handwritten signature in black ink, appearing to read 'Russell', is written over a horizontal dotted line.

Authorised signatory of Everdirector Limited