

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4709243

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

having by special resolution changed its name, is now incorporated
under the name of
IP2IPO MANAGEMENT II LIMITED

Given at Companies House, Cardiff, the 28th May 2003



C04709243R



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

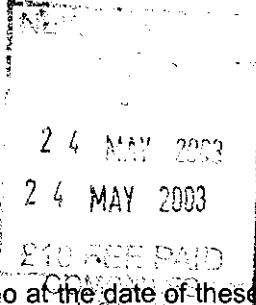
Company No.4709243

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

POUNDPEOPLE LIMITED

(the "Company")

WRITTEN RESOLUTIONS



We, the undersigned, being all the members of the Company who at the date of these resolution a entitled to attend and vote at general meetings of the Company **HEREBY RESOLVE** in accordance with Regulation 53 of Table A in the Companies (Tables A to F) Regulations 1985 (as amended) (which Regulation has been adopted by the Company as part of its Articles of Association) that the following Resolutions shall be passed and the same shall be for all purposes as valid and effective as if they had been passed at a general meeting of the Company duly convened and held that:

SPECIAL RESOLUTIONS

1. That the name of the Company be changed to IP2IPO Management II Limited.

Dated this 12th day of May 2003

X Signed

For and behalf of Masons Nominees Limited

FOR AND ON BEHALF OF
MASON'S NOMINEES LTD.



E11
COMPANIES HOUSE
COMPANIES HOUSE

0016
24/05/03
16/05/03

