

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4828440

The Registrar of Companies for England and Wales hereby certifies that
HAMSARD 2666 LIMITED

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

Given at Companies House, Cardiff, the 8th December 2003



C048284407

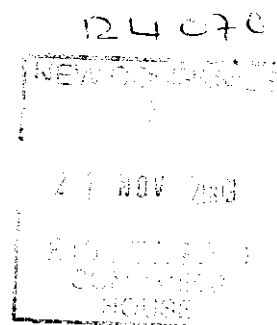
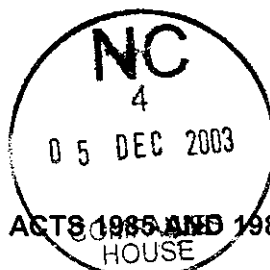


THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

Company Number: 4828440



THE COMPANIES ACTS 1985 AND 1989
HOUSE
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

HAMSARD 2666 LIMITED (the "Company")

Pursuant to section 381A of the Companies Act 1985

21
(Passed on ~~November~~ 2003)

We, the undersigned, being the members of the Company who at the date of this resolution are entitled to attend and vote at a general meeting of the Company, HEREBY RESOLVE, pursuant to section 381A of the Companies Act 1985, that the following resolution shall be passed as a written resolution as set out below:

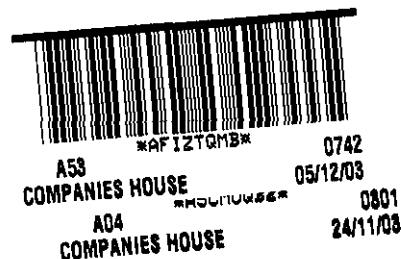
THAT the name of the Company be changed to HS Atec Holdings Limited."

Neil Fattorini

John Crabtree

Ian Bullivant

Bridges Community Ventures
Nominees Limited



Company Number: 4828440

THE COMPANIES ACTS 1985 AND 1989
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

HAMSARD 2666 LIMITED (the "Company")

Pursuant to section 381A of the Companies Act 1985

(Passed on 21 November 2003)

We, the undersigned, being the members of the Company who at the date of this resolution are entitled to attend and vote at a general meeting of the Company, HEREBY RESOLVE, pursuant to section 381A of the Companies Act 1985, that the following resolution shall be passed as a written resolution as set out below:

THAT the name of the Company be changed to HS Atec Holdings Limited."

.....
Neil Fattorini

.....
John Crabtree

.....
Ian Bullivant

.....
Bridges Community Ventures
Nominees Limited

