

**FILE COPY**



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 4947027

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

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

ADVANCED PAYMENT SOLUTIONS LIMITED

Given at Companies House, Cardiff, the 24th June 2005



\*C04947027N\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —

000089/50.

No. 4947027

The Companies Act 1985

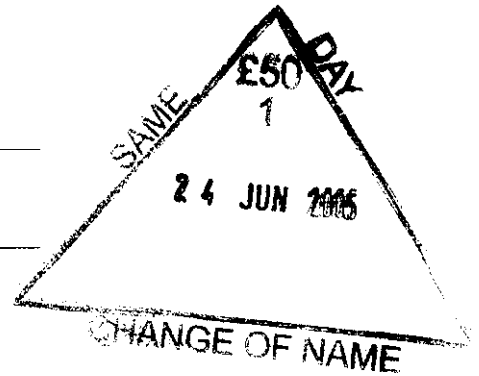
Company limited by shares

Written resolution

of

Caprice Ventures Limited

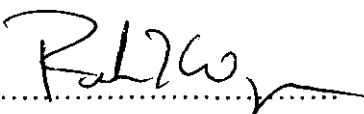
(Pursuant to section 381 (A) of the  
the Companies Act 1985 and passed on 22 June 2005)



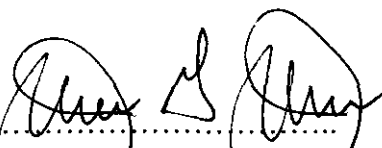
We the undersigned being the members of the Company entitled to receive notice of, attend and vote at general meetings, hereby **resolve** as follows, as though the resolution had been passed at general meeting:

### SPECIAL RESOLUTION


That the name of the Company be and it is changed to "Advanced Payment Solutions Limited"

  
.....  
Richard Wagner

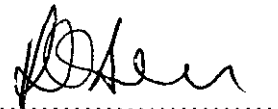
Date: 22/06/05

  
.....  
The Trustees of the James G and Maria  
F Jones Revocable Trust

Date: 22/06/05

  
.....  
William Paul Darnell

Date: 22/06/05

  
.....  
Robin Dear

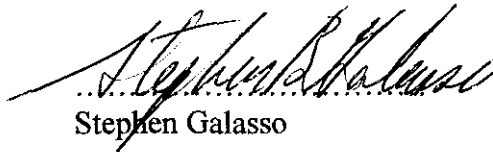
Date: 22/06/05





Stephen Cox

Date: 22/06/05



Stephen Galasso

Date: 22/06/05

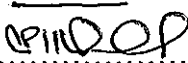


Robert Payne

Date:

Trident Capital Fund VI LP

Date: 22/06/05



Trident Capital Fund VI Principals FundChris Callero  
LLC

Date: 22/06/05

Date:

Hatim Tyabji

Date:

.....  
Stephen Cox

Date:



.....  
Stephen Galasso

Date:

.....  
Robert Payne

Date 22/06/05

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Stephen Galasso

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Robert Payne

Date:

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Trident Capital Fund VI LP

Date:

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Trident Capital Fund VI Principals FundChris Callero  
LLC

Date:

Date:

.....  
*HATYABI*  
Hatim Tabyi

Date: 22/06/05