

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 5131340

The Registrar of Companies for England and Wales hereby certifies that
EVER 2403 LIMITED

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

Given at Companies House, Cardiff, the 1st September 2004



C051313400

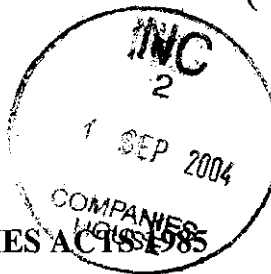


THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



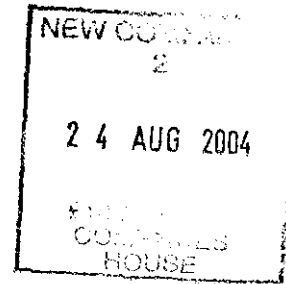
Companies House
— for the record —

HC006B



Company No: 5131340

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES



WRITTEN RESOLUTION

of

EVER 2403 LIMITED

(Passed on the 13th day of August 2004)

We, the undersigned, being all the members of the Company who at the date hereof would be entitled to attend and vote at a general meeting of the Company, **HEREBY PASS** the following Special Resolution by way of a Written Resolution pursuant to Section 381A of the Companies Act 1985 and confirm that the said Resolution shall, for all purposes, be as valid and effective as if the same had been passed by us at a general meeting of the Company duly convened and held:

SPECIAL RESOLUTION

That the name of the Company be changed to "Paymentshield Holdings Limited".


.....
duly authorised signatory of
Uberior Investments plc

.....
Graham Boulger

.....
G. RIDING AS ATTORNEY
Paul Evans

.....
Gareth James Riding





.....
Stuart Pender