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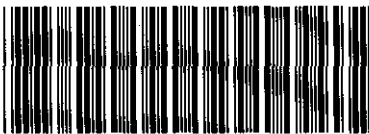
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 5262862

The Registrar of Companies for England and Wales hereby certifies that
AVATAR BROADBAND LTD

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

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



C05262862N

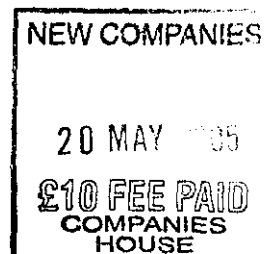


THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

Company Number: 05262862



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

AVATAR BROADBAND LIMITED

AT AN EXTRAORDINARY GENERAL MEETING of the Members of the above company duly convened and held on the 18TH day of May 2005 the following Special Resolution was duly passed:

THAT the name of the company be changed to:

BE UN LIMITED

Signed:.....
Director

Please repeat signature in block capitals: ...DANA...R....PRESSMAN.....

