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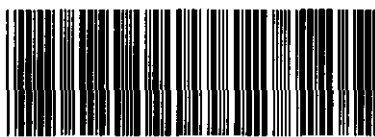
**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 5268437

The Registrar of Companies for England and Wales hereby certifies that  
EVER 2515 LIMITED

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

Given at Companies House, Cardiff, the 16th November 2004



\*C05268437F\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —

HC006B

160180 | 10

Company No 5268437

**THE COMPANIES ACT 1985**

**COMPANY LIMITED BY SHARES**

**SPECIAL AND ELECTIVE RESOLUTIONS**

of

**EVER 2515 LIMITED**

Passed the 9th day of November 2004

By a Written Resolution of the above named Company duly passed on the above date, pursuant to section 381A of the Companies Act 1985 the following Resolutions were duly passed as Special and Elective Resolutions of the Company as follows:-

**SPECIAL RESOLUTIONS**

1. THAT, subject to the consent of the Department of Trade, the name of the Company be changed to :-

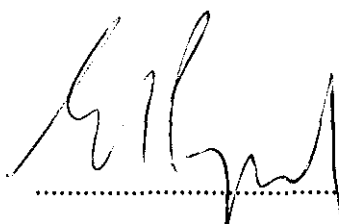
"Avantra Limited".

**ELECTIVE RESOLUTIONS**

2. THAT pursuant to section 252 of the Companies Act 1985, the Company elects to dispense with the laying of accounts and reports before the Company in general meeting.
3. THAT pursuant to section 366A of the Companies Act 1985, the Company elects to dispense with the holding of annual general meetings.
4. THAT pursuant to section 386 of the Companies Act 1985, the Company elects to dispense with the obligation to appoint auditors annually.



5. THAT pursuant to section 80A of the Companies Act 1985, the Company elects that the provisions of such section 80A shall apply, instead of the provisions of sections 80(4) and (5) of that Act, in relation to the giving or renewal, after the passing of this resolution, of an authority under section 80 of that Act.
6. THAT pursuant to section 369(4) of the Companies Act 1985, the Company elects that the provisions of section 369(4) of that Act shall have effect in relation to the Company as if, for the reference to 95 per cent contained in paragraphs (a) and (b) of that section, there were substituted reference to 90 per cent or such greater percentage as may subsequently be determined by the Company in general meeting.



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Chairman