

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 5372859

The Registrar of Companies for England and Wales hereby certifies that

MINMAR (705) PLC

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

ANT PLC

Given at Companies House, London, the 7th March 2005



C053728596



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

7 1812 2205

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

LD1
COMPANIES HOUSE

Minmar (705) plc

(Passed on 7 March 2005)

On 7. March 2005 the following resolutions were duly passed as written resolutions of the Company pursuant to section 381A of the Companies Act 1985 (as amended) (the "Act"):

WRITTEN RESOLUTIONS

THAT:

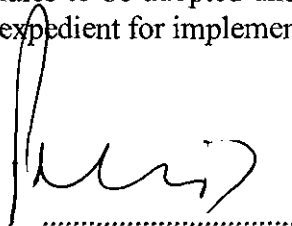
1. Conditional on ANT Ltd (registered number 2822565) resolving to change its name and such change of name being registered by the Registrar of Companies for England and Wales in accordance with the Companies Act 1985, the name of the Company be and it is changed to "ANT plc".
2. The Directors be and they are empowered pursuant to section 95 of the Companies Act 1985 (the "**Act**") to allot equity securities (within the meaning of section 94(2) of the Act) as if section 89(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:
 - (a) in connection with an offer of equity securities by way of rights to the holders of ordinary shares and/or any other persons entitled to participate therein in proportion (as nearly as may be) to their respective holdings of ordinary shares (or, as appropriate, the number of ordinary shares which such other persons are, for the purposes of such offer, deemed to hold) on a record date fixed by the Directors but subject to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with any legal or practical problems under the laws of any

territory or the requirements of any regulatory body or any stock exchange in any territory or in connection with fractional entitlements or otherwise howsoever;

- (b) up to an aggregate nominal value of £631,454.85, as consideration pursuant to the proposed share exchange agreement to be entered into between the Company and the shareholders of ANT Ltd;
- (c) up to an aggregate nominal value of £436,507.90, pursuant to the proposed placing of ordinary shares of 5p each in the capital of the Company in connection with the application for the admission of the entire issued and to be issued share capital of the Company to trading on the Alternative Investment Market of the London Stock Exchange plc ("**Admission**");
- (d) up to an aggregate nominal value of £142,799, pursuant to options granted and to be granted in respect of shares in the Company; and
- (e) (otherwise than pursuant to paragraphs (a) to (d) above), up to an aggregate nominal value of £60,341

and unless otherwise specifically resolved, such power shall expire at the conclusion of the next annual general meeting of the Company or on the day following 15 months after the date of Admission (whichever is earlier), unless renewed, varied or extended, save that, in each case, the Company may before such expiry make any offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuant of such offer or agreement as if the power conferred hereby had not expired.

3. The share option scheme of the Company to be constituted by the Rules of the ANT 2005 Share Option Scheme, dated 7 March 2005, and initialled by each of the members of the Company, be and it is approved and the Directors of the Company be and they are authorised to cause such Rules to be adopted and to do all acts and things which they may consider necessary or expedient for implementing and giving effect to the same.



Secretary