

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 5451913

The Registrar of Companies for England and Wales hereby certifies that
PORTRAIT SOFTWARE LIMITED

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

PORTRAIT SOFTWARE UK LIMITED

Given at Companies House, London, the 9th June 2005



C054519138



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

016626

Company No: 5451913



THE COMPANIES ACTS 1985 to 1989
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

- of -

PORTRAIT SOFTWARE LIMITED
(the "Company")

We, the undersigned, being the sole member of the Company who, at the date of this resolution would be entitled to attend and vote at general meetings of the Company HEREBY PASS the following resolution as a special resolution and agree that this resolution shall, for all purposes be as valid and effective as if it 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 PORTRAIT SOFTWARE UK LIMITED

Dated: 9 June 2005

For and on behalf of
Huntsmoor Nominees Limited

Presented by:
Taylor Wessing
Carmelite
50 Victoria Embankment
Blackfriars
London EC4Y 0DX
Ref: TZO/SXT



