

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 5969271

The Registrar of Companies for England and Wales hereby certifies that

OXECO TWO PLC

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

OXECO PLC

Given at Companies House, London, the 19th October 2006



C05969271I



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



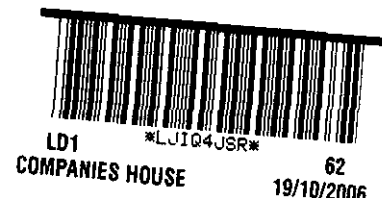
Companies House

— for the record —

Company number: 5969271



THE COMPANIES ACTS 1985-1989
PUBLIC COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION OF THE MEMBERS OF
OXECO TWO PLC
(the "Company")



We, the undersigned being all the members of the Company who, at the date of these resolutions, are entitled to attend and vote at a general meeting of the Company **HEREBY PASS** the following resolutions as ordinary or special resolutions of the Company and agree that the said resolutions shall for all purposes be as valid and effective as if the same had been passed by us all at a general meeting of the Company duly convened and held:

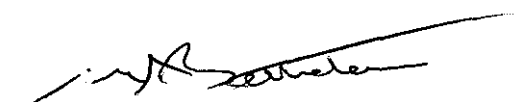
ORDINARY:

- 1 **THAT** the Directors be and are hereby generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot and make offers to allot relevant securities up to an aggregate nominal amount of £999,999.98 provided that this authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2007 or 31 December 2007 (whichever is earlier) save that the Company may before such expiry make an offer or enter into an agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as the authority conferred hereby had not expired.

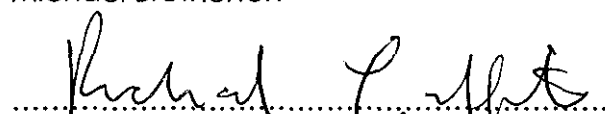
SPECIAL:

- 2 **THAT** the Company's articles of association be replaced in their entirety by the articles of association in the form attached to this resolution and initialled for the purposes of identification only by a Director of the Company.
- 3 **THAT** the Directors be authorised and empowered pursuant to section 95 of the Act to allot equity securities (as defined in section 94(2) of the Act) for cash pursuant to the section 80 authority referred to in resolution 1 of this Written Resolution as if section 89(1) of the Act did not apply to any such allotment provided that this power should be limited to the allotment of equity securities up to an aggregate nominal amount of £600,000 and that this authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2007 or 31 December 2007 (whichever is earlier) but so that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

4 **THAT** the name of the Company be changed to '**Oxeco PLC**'



.....
Michael Bretherton



.....
For and on behalf of Ora Capital Partners
Plc

Dated: 18 October 2006