



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 164676

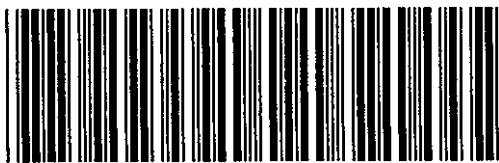
The Registrar of Companies for Scotland hereby certifies that

DUNWILCO (500) LIMITED

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

BORDERS INFORMATION TECHNOLOGY LIMITED

Given at Companies House, Edinburgh, the 3rd June 1996

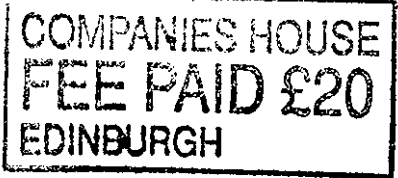


CSC1646762

J. HENDERSON
Registrar Of Companies



C O M P A N I E S H O U S E



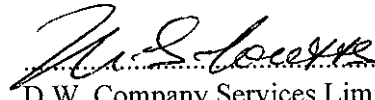
DUNWILCO (500) LIMITED ("the Company")

Registered No 164676

At an Extraordinary General Meeting of the above Company duly convened and held at Saltire Court, 20 Castle Terrace, Edinburgh on the 22nd day of May 1996, the following Resolution was passed as a Special Resolution of the Company:-

SPECIAL RESOLUTION

"That the name of the Company be changed to "Borders Information Technology Limited"."

 Director
D.W. Company Services Limited
Secretaries

