

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 255141

The Registrar of Companies for Scotland hereby certifies that

NEWCO (766) LIMITED

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

TECHNOLOGY HELPDESK LIMITED

Given at Companies House, Edinburgh, the 10th September 2003

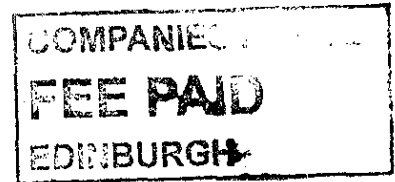


CSC2551419



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

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



NEWCO (766) LIMITED

Registered No. SC255141

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

RESOLUTION

(Passed 8 SEPTEMBER 2003)

At an Extraordinary General Meeting of **NEWCO (766) LIMITED**, duly convened and held at 39 Castle Street, Edinburgh on 8 September 2003, the following Resolution was passed as a Special Resolution:-

SPECIAL RESOLUTION

1. THAT the name of the Company be changed to "**TECHNOLOGY HELPDESK LIMITED**".

FOR AND ON BEHALF OF
MBM BOARD NOMINEES LIMITED

Director

