



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 266882

The Registrar of Companies for Scotland hereby certifies that

NEWCO (788) LIMITED

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

VIRTUAL INTERCONNECT SYSTEMS LIMITED

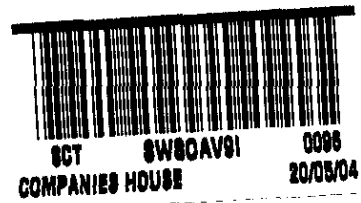
Given at Companies House, Edinburgh, the 20th May 2004



CSC266882J



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



NEWCO (788) LIMITED

Registered No. SC266882

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RECORD OF SPECIAL RESOLUTION

(Passed 14th May 2004)

At an Extraordinary General Meeting of **NEWCO (788) LIMITED**, duly convened and held at 39 Castle Street, Edinburgh on 14th May 2004, the following Resolutions were passed, such resolutions to have effect as either Ordinary or Special Resolutions as indicated:-

ORDINARY RESOLUTIONS

- a) THAT the authorised share capital of the Company be increased to £2,500 divided into 2,500 Ordinary shares of £1.00 each ranking pari passu with the existing Ordinary shares in the capital of the Company;
- b) THAT pursuant to Section 80 of the Companies Act 1985 the Directors of the Company be authorised to issue and allot the unissued share capital of the Company to such persons as they may determine during the period of six months from the date this authority is given;
- c) THAT the Directors be authorised to adopt and implement an Employee Share Option Scheme on such terms as they in their discretion shall see fit, and that the total number of shares to be issued pursuant to the Employee Share Option Scheme does not exceed 10% of the Company's share capital so constituted from time to time;
- d) THAT pursuant to Section 80 of the Companies Act 1985 the Directors of the Company be generally and unconditionally authorised to issue and allot up to 10% of the Company's unissued share capital, as constituted from time to time, pursuant to the Employee Share Option Scheme authorised by resolution c) above in the period of five years from the date this authority is given, such authority to be in addition to that granted by resolution b) above;

SPECIAL RESOLUTIONS

- e) THAT pursuant to Section 95(1) of the Companies Act 1985 any and all rights of pre-emption, whether in terms of the Company's Articles of Association or otherwise, exercisable in relation to the issue and allotment of shares in accordance with resolutions b), c) and d) above be and are hereby waived;

- f) THAT the name of the Company be changed to "**Virtual InterConnect Systems Limited**"; and
- g) THAT the document attached and signed by the Chairman for verification purposes be adopted as the new Articles of Association in place of and to the exclusion of all other Articles of Association.

FOR AND ON BEHALF OF
MBM BOARD NOMINEES LIMITED



Director