

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3135472

The Registrar of Companies for England and Wales hereby certifies that
BURGINHALL 870 LIMITED

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

ENTRUST LIMITED

Given at Companies House, London, the 1st July 1996



C031354720

L. Barnes
MRS. L. BARNES

For The Registrar Of Companies



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

Company No: 3135472



THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

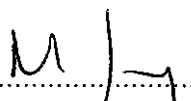
of

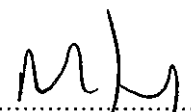
BURGINHALL 870 LIMITED

Dated 1 July 1996

WE, the undersigned, being all the members of the above Company for the time being entitled to attend and vote at general meetings of the Company HEREBY RESOLVE that the following resolution be adopted as a Special Resolution of the Company:

"That the name of the Company be changed to
ENTRUST LIMITED"


.....
For and on behalf of
DH&B Nominees Limited


.....
For and on behalf of
Gray's Inn Nominees Limited

N/c £200/00

cc 163220

S/DAY.

0651633.01