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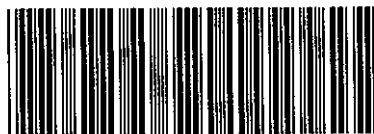
**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 3375681

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

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

Given at Companies House, Cardiff, the 17th June 1997



\*C03375681G\*

  
MRS. L. PARRY

For the Registrar of Companies



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

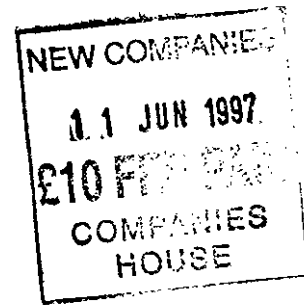
HC006B

**THE COMPANIES ACTS 1985 to 1989**

**COMPANY NUMBER 3375681**

**SPECIAL RESOLUTION OF**

**COSTNEAR LIMITED**



We, the undersigned, INSTANT COMPANIES LIMITED and SWIFT INCORPORATIONS LIMITED, being all the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolution as a Special Resolution and agree that the said resolution shall, pursuant to Clause 53 in Table A (which Clause is embodied in the Articles of Association of the Company) or pursuant to any applicable rule of law, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

It is resolved:

That the name of the Company be changed to:-

Synaptica Limited

Dated this 9th day of June 1997

Signed \_\_\_\_\_

(AUTHORISED SIGNATORY OF INSTANT COMPANIES LIMITED)

\_\_\_\_\_  
(AUTHORISED SIGNATORY OF SWIFT INCORPORATIONS LIMITED)

REF. 3B2606 / CFPU  
JORDANS LIMITED  
21 ST. THOMAS ST.  
BRISTOL, BS1 6JS