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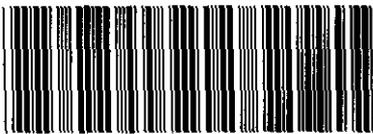
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3875372

The Registrar of Companies for England and Wales hereby certifies that
UTOPIAN E-COMMERCE SOLUTIONS LIMITED

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

Given at Companies House, Cardiff, the 22nd August 2001



C03875372L



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B

COURT
202529

Company No: 3875372

Courts 202529
£10.

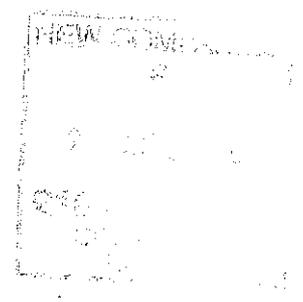
THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ELECTIVE & SPECIAL RESOLUTIONS

OF

UTOPIAN E-COMMERCE SOLUTIONS LIMITED



We, the undersigned, being all the Members of the above-named company (the "Company") entitled to attend and vote at a General Meeting of the Company HEREBY RESOLVE Resolutions 1 as written ELECTIVE RESOLUTIONS and Resolution 2 as a written SPECIAL RESOLUTION and agree that the said resolutions shall, pursuant to Regulation 53 in Table A (which Regulation is embodied in the Articles of Association of the Company (the "Articles")), 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:-

ELECTIVE RESOLUTION

1. THAT the Company hereby elects:
 - a) to dispense with the laying of accounts and reports before the Company in general meeting, in accordance with Section 252;
 - b) to dispense with the holding of annual general meetings in accordance with Section 366(A);

SPECIAL RESOLUTION

2. THAT the name of the Company be changed to:

UTOPIAN CAPITAL LIMITED

This resolution was passed on August 20, 2001

Robert Hanson

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The Hon Robert Hanson

Dated: 20/8/01



A06 COMPANIES HOUSE 0040 21/08/01