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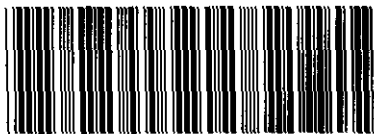
**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

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

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*

The Hon Robert Hanson

Dated: 20/8/01

