

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3452107

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

having by special resolution changed its name, is now incorporated
under the name of
D.B. NETWORK CONSULTING LTD.

Given at Companies House, Cardiff, the 16th December 1997



C03452107F

A handwritten signature in black ink, appearing to read 'L. Parry'.

MRS. L. PARRY

For the Registrar of Companies



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

HC006B

16/12

THE COMPANIES ACT 1985

COMPANY NUMBER : 3452107

SPECIAL RESOLUTION OF

VERTICALGAIN LIMITED



I, the undersigned, being the representative of the sole member of the above-named Company **HEREBY PASS** the following resolution as a Special Resolution and agree that the said resolution shall, pursuant to Regulation 53 in Table A (which Regulation is embodied in the Articles of Association of the Company), 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

D.B. NETWORK CONSULTING LTD.

A handwritten signature in dark ink, appearing to be "A. B. Network Consulting Ltd." or similar, written over a horizontal line.

for and on behalf of York Place Company Nominees Limited

Dated 20 October 1997

York Place Company Services Ltd
12 York Place
Leeds LS1 2DS
Tel: 0113 2420222