

FILE COPY



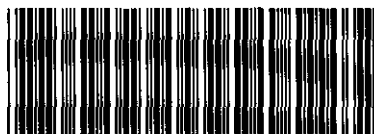
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2127064

The Registrar of Companies for England and Wales hereby certifies that
NATIONAL BUSINESS ANGELS NETWORK LIMITED

having by special resolution changed its name, is now incorporated
under the name of
BRITISH BUSINESS ANGELS ASSOCIATION

Given at Companies House, Cardiff, the 29th November 2004



C02127064S



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B



WRITTEN RESOLUTIONS
OF

100096/10

NATIONAL BUSINESS ANGELS . NETWORK . LIMITED
("the Company")

17 NOV 2004

REGISTERED NUMBER 2127064
PURSUANT TO SECTION 381A
OF THE COMPANIES ACT 1985
PASSED ON 8 NOVEMBER 2004

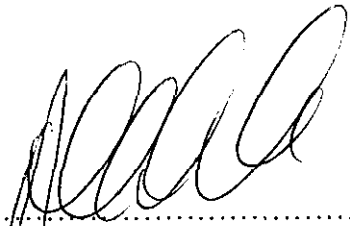


A08 0748
COMPANIES HOUSE 26/11/04
A22 0150
COMPANIES HOUSE 17/11/04

On the 8 day of November 2004, the following resolutions in writing (such resolutions to have effect as special resolutions) were duly passed by the members of the Company pursuant to section 381A of the Companies Act 1985 (as amended):-

1. That the name of the Company be changed to British Business Angels Association.
2. That the Memorandum of Association be amended by the deletion of the existing clause 7 and it's replacement as follows:
 - 7(1) The members of the Company may at any time before, and in expectation of, its dissolution resolve that any net assets of the Company after all its debts and liabilities have been paid, or provision has been made for all of them, shall on or before dissolution of the Company be applied or transferred in any of the following ways:
 - (a) directly for the Objects; or
 - (b) by transfer to any company or company's for purposes similar to the Objects; or
 - (c) to any company for use for particular purposes that fall within the Objects;
 - (2) Subject to any such resolution of the members of the Company, the Directors of the Company may at any time before and in expectation of its dissolution resolve that any net assets of the Company after all its debts and liabilities have been paid, or provision made for them, shall on dissolution of the Company be applied or transferred:

- (a) directly for the Objects; or
 - (b) by transfer to any company or company's for purposes similar to the Objects; or
 - (c) to any company for use for particular purposes that fall within the Objects;
- (3) In no circumstances shall the net assets of the Company be paid to or distributed among the members of the Company (except to a member that itself falls within the provisions of paragraphs 7(1) or (2) above) and if no such resolution is passed by the members or the Directors the net assets of the company shall be applied for purposes in accordance with the Objects as directed by the Court.



.....
Anthony Clarke
Chairman



30(5)(c)

Please complete in typescript,
or in bold black capitals.

CHFP001

Change of name omitting "limited" or "cyfyngedig"

Company Number

2127064

Company Name in full

National Business Angels Network Limited

I,

Anthony Clarke

of

2 Ponsonby Place Westminster London SW1 4PT

• Please delete as appropriate.

[a director] ~~[the secretary]~~ of the company do solemnly and sincerely
declare that the company complies with the requirements of section 30(3) of
the Companies Act 1985.

And I make this solemn Declaration conscientiously believing the same to
be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Declared at

52/54 Southwold Street London SE1 1UN

Day Month Year

on

23 11 2004

• Please print name.

before me •

RONALD NORMAN

Signed

Date

23/11/2004

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address,
telephone number and, if available, a
DX number and Exchange of the
person Companies House should
contact if there is any query.

Tax and Legal Consultancy Limited,
Dunshire House, 60 Goswell Road, London EC1M 7AD

Tel 0207-566-4660

DX number

DX exchange



When you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh