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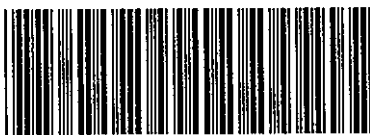
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2386331

The Registrar of Companies for England and Wales hereby certifies that
THE BREAKFAST CLUB (MULTIMEDIA) LTD

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

Given at Companies House, Cardiff, the 19th September 1997



C02386331I

R. C. Edwards
R. C. EDWARDS

For the Registrar of Companies



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

HC006B

2386331



MINUTES
THE BREAKFAST CLUB (MULTIMEDIA) LTD
EXTRAORDINARY GENERAL MEETING

Minutes of an Extraordinary General Meeting of the company held at 20 Honeythorn Close, Hempsted, Gloucester, on Monday 9th September, 1997.

Present: M H Ashton-Rickardt (Minutes)
D R Powell
D A Gunning

Matters Arising

The Board of Directors met at an extraordinary general meeting to discuss the name change of the Company. Since the last name change in July, it was decided that The Breakfast Club (Multimedia) was portraying the wrong image and a number of our customer's had expressed their concern over the "new" name.

After discussion the following **Special Resolution** was duly passed:

That the name of the Company be changed to:

Eyepoint Limited

Mrs Ashton-Rickardt told the Board that she would notify Companies House on these matters immediately.

As there was no further business for this Extraordinary General meeting, the meeting was declared closed.

M H Ashton-Rickardt

Merin Ashton-Rickardt

