

FILE COPY



CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

Company No. 2601740

The Registrar of Companies for England and Wales hereby certifies that

BRITE VOICE SYSTEMS GROUP LIMITED

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

INTERVOICE-BRITE LIMITED

Given at Manchester, the 13th September 1999



C02601740C

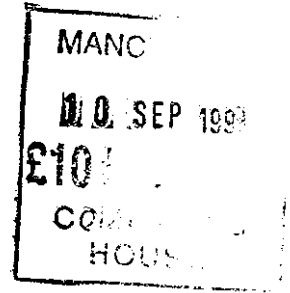
A handwritten signature in cursive script, reading 'Anthony Lowe'.

ANTHONY LOWE
For The Registrar Of Companies



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

Company Number: 2601740



THE COMPANIES ACT 1985

PRIVATE
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
OF
BRITE VOICE SYSTEMS GROUP LIMITED

At an Extraordinary General Meeting of the above named Company duly convened and held at 17811 Waterview Parkway, Dalas, Texas, 75252 on the 10th day of September 1999 the following resolution was duly passed as a Special Resolution:-

Special Resolution

That the name of the Company be changed to:-

INTERVOICE-BRITE LIMITED

For and on behalf of A B & C Secretarial Limited

.....
Authorised Signatory of A B & C Secretarial Limited the Secretary of the Company

Dated: 13 - 9 - 99



7100 REC'D