

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

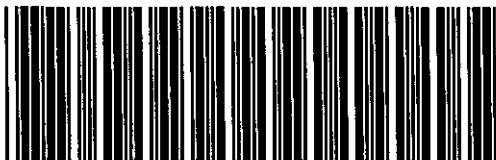
Company No. 2822565

The Registrar of Companies for England and Wales hereby certifies that
ANT LTD.

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

ANT SOFTWARE LIMITED

Given at Companies House, London, the 7th March 2005



C028225656



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

502926

No. 2822565



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTIONS

OF

ANT LIMITED



(Passed on 7 March 2005)

At an Extraordinary General Meeting of the Company duly convened and held at 51 Eastcheap, London EC3M 1JP on 7 March 2005, the following resolutions were duly passed as Ordinary and Special Resolutions of the Company:

ORDINARY RESOLUTION

1. THAT the termination of the Shareholders Agreement dated 28 April 2004 in respect of the Company be and it is approved.


SPECIAL RESOLUTIONS

2. THAT:
 - (i) each of the 63,145,433 ordinary shares of 1p each in the issued share capital of the Company be and they are consolidated and divided into 12,629,099 ordinary shares of 5p each; and
 - (ii) the 76,854,567 ordinary shares of 1p each in the authorised but unissued share capital of the Company be and they are consolidated and divided into 15,370,901 ordinary shares of 5p each,

in each case having the rights and being subject to the restrictions set out in the Articles of Association of the Company, and where any fractions result from the consolidation and division, the number of ordinary shares of 5 pence to which a shareholder may become entitled will be rounded up to the next whole number.

3. That the name of the Company be changed to "ANT Software Limited".

4. THAT the new Articles of Association of the Company, as produced to the Meeting and initialled for the purposes of identification by the Chairman of the Meeting, be and they are adopted by the Company as its Articles of Association to the exclusion of and in substitution for the existing Articles of Association of the Company.


.....
Chairman