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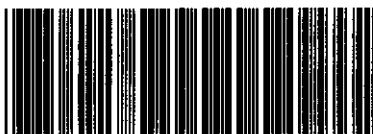
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3084649

The Registrar of Companies for England and Wales hereby certifies that
ARKA TECHNOLOGIES (EUROPE) LIMITED

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

Given at Companies House, Cardiff, the 12th July 2000



C03084649B



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC006B

Company Number: 3084649

The Companies Acts 1985 to 1989

Special Resolution
(pursuant to Section 378 of the Companies Act 1985)

of

ARKA TECHNOLOGIES (EUROPE) LIMITED

At an Extraordinary General Meeting of the members of the above named Company held at

[Venue] 14 PANORAMA COURT 56 SHEPERS HILL LONDON N6 SRP
on the 4TH day of JULY 2000 the following Special Resolution was passed:

THAT the name of the Company be changed to:

HANSAVISION LIMITED

R. H. M. Goudarzi
Chairman



Presented By:-

A1 Company Services Limited
788-790 Finchley Road
London NW11 7TJ

Ref: DC/HANSAVISION.CN

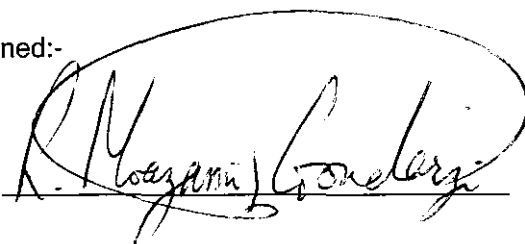
**FORM OF CONSENT TO THE HOLDING OF AN
EXTRAORDINARY GENERAL MEETING
AT SHORT NOTICE**

To the Directors of ARKA TECHNOLOGIES (EUROPE) LIMITED

We, the undersigned, being the holders of not less than 95% in nominal value of the shares giving a right to attend and vote at general meetings of the above named Company, do hereby signify our consent to an Extraordinary General Meeting of the Company being held on the
day of 20 notwithstanding that the meeting is called by shorter notice than
that specified in Section 369(2) of the Companies Act 1985.

Dated this 4TH day of JULY 2000

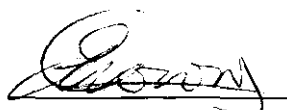
Signed:-

1. 

3. _____

5. _____

7. _____

2. 

4. _____

6. _____

8. _____

ARKA TECHNOLOGIES (EUROPE) LIMITED

Notice is hereby given that an Extraordinary General Meeting of the Company will be held at

[Venue] 14 PANORAMA COURT 56 SHEPHERDS HILL LONDON N6 5RP
on the 4th day of JULY 2000, at 10.00 a.m./~~pm~~ when the following
resolution will be proposed as a Special Resolution:-

THAT the name of the Company be changed to:

HANSAVISION LIMITED

By Order of the Board



Secretary

Registered Office:

Dated this 4th day of JULY 2000

Note:- A member entitled to attend and vote at the above-mentioned meeting is entitled to appoint a proxy, who need not be a member of the Company, to attend and vote in his stead.

ARKA TECHNOLOGIES (EUROPE) LIMITED

Minutes of a meeting of the Board of Directors held at

[Venue] 14 PANORAMA COURT 56, SHEPHERDS HILL LONDON N6 5RP

on the 4th day of JULY 2000

Present ROUZBEH Goudarzi.....(Directors)

DOWNES
EMMA NICOLA Goudarzi (Mrs)

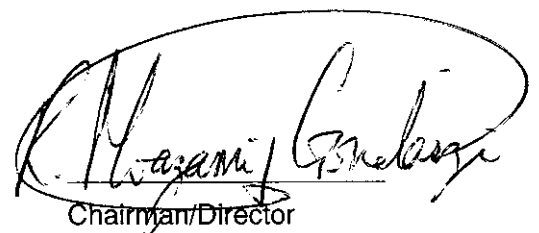
In Attendance DOWNES
EMMA NICOLA Goudarzi.....(Secretary)

1. It was resolved that an Extraordinary General Meeting of the Company be convened at which the following Special Resolution shall be proposed:-

THAT the name of the Company be changed to:

HANSAVISION LIMITED

2. The Secretary was instructed to give the notice of the meeting to the members of the Company entitled thereto and to the Company's auditors and Directors.


Chairman/Director

ARKA TECHNOLOGIES (EUROPE) LIMITED

Minutes of an Extraordinary General Meeting held at

[Venue] 14 PANDORA COURT 56 SHEPHERDS HILL LONDON N6 5RP
on the 4TH day of JULY 2000

Present ROUZBEH GONDARZI.....(Directors)

DOWNES
EMMA NICOLA GONDARZI (MRS.)

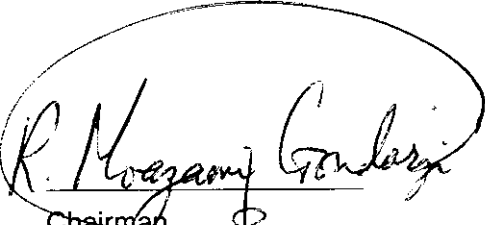
In Attendance DOWNES
EMMA NICOLA GONDARZI (MRS.).....(Secretary)

1. It was noted that at an Extraordinary General meeting held on the date and at the venue stated above, the following Special Resolution had been proposed and passed:-

THAT the name of the Company be changed to:

HANSAVISION LIMITED

2. The Secretary was instructed to make the appropriate returns to the Registrar of Companies along with the £10 statutory fee.


Chairman