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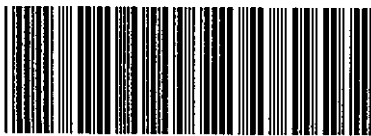
**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 3297334

The Registrar of Companies for England and Wales hereby certifies that  
SAGELINK LIMITED

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

Given at Companies House, Cardiff, the 1st April 1997



\*C032973340\*

*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



Company No. 3297334

SPECIAL RESOLUTION OF SAGELINK LIMITED

The following Special Resolution was passed at an Extraordinary General Meeting of the Company which had been duly convened and held on 19th March 1997.

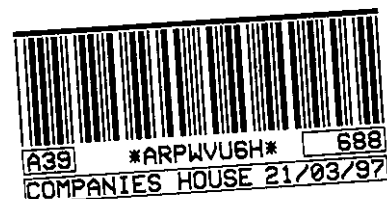
SPECIAL RESOLUTION

~~With effect from 19th March 1997~~ the name of the company will be changed to:-

AccountSense Limited

*Pa Dutt*

CHAIRMAN



MINUTES OF AN EXTRAORDINARY GENERAL MEETING  
OF SAGELINK LTD.

HELD AT SUITE 30, HORSEHAY HOUSE, HORSEHAY,  
TELFORD TF4 3PY

ON 19TH MARCH 1997

PRESENT: P. DAVIS  
J. HUGHES  
THE HOLDERS OF 100% OF THE ISSUED SHARE  
CAPITAL OF THE COMPANY.

1. A resolution to change the name of the Company was put to the meeting and was duly passed as a Special Resolution.
2. There being no further business the Meeting was thereupon concluded.

*Pa Davis*

CHAIRMAN

