

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3312220

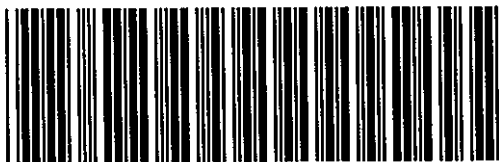
The Registrar of Companies for England and Wales hereby certifies that

PINCO 900 LIMITED

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

DMA DESIGN LIMITED

Given at Companies House, Cardiff, the 10th April 1997



C033122209

E. P. Owen
MRS. E. P. OWEN

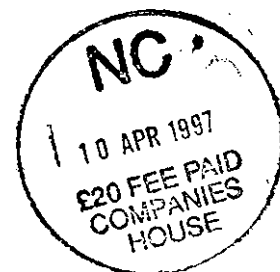
For The Registrar Of Companies



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

No. 3312220

10/4



COMPANIES ACT 1995 AND 1989

WRITTEN RESOLUTIONS

OF

PINCO 900 LIMITED

We, the undersigned, being the sole member of the Company, for the time being entitled to attend and vote at General Meetings, hereby pass the following resolutions as written resolutions having effect as Special Resolutions and agree that the said resolutions shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

- 1 **THAT** the name of the Company be changed to DMA Design Limited.
- 2 **THAT** sub-clause 3.1 of the Company's Memorandum of Association be deleted and the following sub-clause be substituted therefor:-
 - 3.1 (a) to carry on the business of the development and sale of computer software and computer games, and to act as advisers, consultants, organisers and implementers of the development of computer software and computer games and services connected with the promotion, arrangement, design, programming, production and compilation of computer software and computer games and to carry out, undertake, organise and provide facilities for the development of computer software and computer games and to undertake experimental work with prototypes, systems and programmes, computers and peripheral equipment and other mechanical systems and devices, to carry on all or any of the businesses of manufacturers, designers, installers, maintainers, importers, exporters, hirers, leasing agents, licensors and dealers in computer software and computer games, data processing, programming techniques, systems and devices; and
 - (b) to carry on business as a general commercial company.

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For and on behalf of

GREMLIN HOLDINGS LIMITED

Dated 3 APRIL 1997