

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3769924

The Registrar of Companies for England and Wales hereby certifies that
UC CAPITAL.COM LIMITED

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

Given at Companies House, Cardiff, the 8th January 2004



C037699247



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B

Company number: 3769924

THE COMPANIES ACTS 1985 AND 1989

A Private Company Limited by Shares

WRITTEN RESOLUTION

of

UC CAPITAL.COM LIMITED

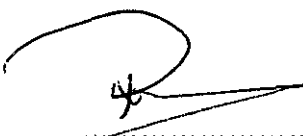
Pursuant to Section 381A of the Companies Act 1985, as amended by the Companies Act 1989

We, the undersigned, being the sole member for the time being entitled to attend and vote at general meetings of the above Company, hereby pass the following Resolution as a Special Resolution of the Company.

Special Resolution

That the Company's name be changed to UC CAPITAL LTD

SIGNED:


.....
For and on behalf of
UC Group Ltd

DATED: 18th December 2003

(copy sent to auditors on

2003)

