

FILE COPY



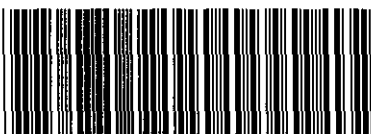
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3795614

The Registrar of Companies for England and Wales hereby certifies that
TEL-KA LIMITED

having by special resolution changed its name, is now incorporated
under the name of
TEL-KA TALK LIMITED

Given at Companies House, Cardiff, the 27th March 2002



C03795614Q



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

000182

TEL-KA LIMITED
Company Number: 03795614

Companies Act 1985


WRITTEN RESOLUTION of all members of the Company for the time being entitled to receive notice of and attend at General Meetings of the Company passed as a Special Resolution pursuant to Sections 381(A) of the Companies Act 1985 and all other powers in that behalf, such Resolution being for all purposes as valid and binding as if the same had been passed at a General Meeting of the Company duly convened and held.

WRITTEN RESOLUTION

THAT the name of the Company be changed to TEL-KA talk Limited.


HENNING BORGERSEN
For and on behalf of TEL-KA talk A/S

Dated: 12 March 2002


John Matthew McCann

Dated: 20 MCH 2002 .

Being all the registered Members of the Company

