

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3897611

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

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

Given at Companies House, Cardiff, the 4th January 2000



C038976113



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC006B

105350

THE COMPANIES ACTS 1985 TO 1989

COMPANY NUMBER 3897611

SPECIAL RESOLUTION OF

AVSOURCE LIMITED

NEW COMPANIES

23 DEC 1999

£10 FEE PAID
COMPANIES
HOUSE

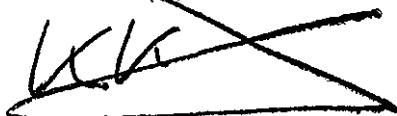
We, the undersigned, COMPANY DIRECTORS LIMITED and TEMPLE SECRETARIES LIMITED, being all the Members for the time being of the Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolutions as Special Resolutions and agree that the said resolutions shall, pursuant to Clause 53 in Table A (which Clause is embodied in the Articles of Association of the Company) or pursuant to any applicable rule of law, 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.

It is resolved:

THAT the name of the Company be changed to

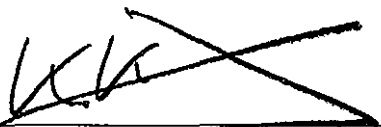
AVISOURCE LIMITED

Dated this 21 / 12 / 99



Signed

(Authorised Signatory Of Company Directors Limited)



Signed

(Authorised Signatory of Temple Secretaries Limited)

Presenter

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

Our Ref: SD/54485SF



KLO
COMPANIES HOUSE

K3680M1

0195
23/12/99