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CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

Company No. 3994446

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

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

Given at Companies House, Cardiff, the 3rd July 2000



C039944462



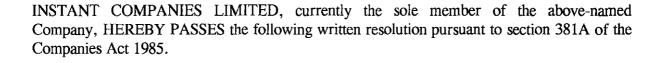


Company Number: 03994446

SPECIAL RESOLUTION

OF

CODEFUND LIMITED



It is resolved:

That the name of the Company be changed to WISE CAPITAL LIMITED

Date: 6th June 2000

(AUTHORISED SIGNATORY OF INSTANT COMPANIES LIMITED)

Sole member and director

Jordans Limited 21 St. Thomas Street Bristol BS1 6JS Ref: 3c6693.

SMRES 1.CFP



COMPANIES HOUSE