

FILE COPY



**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



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC006B

Company Number: 03994446

AAA
SPECIAL RESOLUTION
OF
CODEFUND LIMITED

INSTANT COMPANIES LIMITED, currently the sole member of the above-named Company, HEREBY PASSES the following written resolution pursuant to section 381A of the Companies Act 1985.

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: 306693

SMRES 1.CFP



A04
COMPANIES HOUSE

ATPQSRQR

0686
28/06/00