

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4005584

The Registrar of Companies for England and Wales hereby certifies that

FIGUREPLUS LIMITED

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

BLUEAZURE LIMITED

Given at Companies House, London, the 28th July 2000



C04005584R


BEE LAN LEE

For The Registrar Of Companies



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



FIGUREPLUS LIMITED

(the *Company*)

SOLE MEMBER'S WRITTEN RESOLUTION

In accordance with section 381A of the Companies Act 1985, I, the sole member of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, **DECLARE** that the following resolutions shall have effect as if passed by the Company in general meeting and accordingly **I RESOLVE**:

1. **THAT** the name of the Company be changed to "BlueAzure Limited".
2. **THAT** the memorandum of association of the Company be altered with immediate effect with respect to the statement of its objects by:
 - (a) deleting the existing sub-clauses 3.1 and 3.2 and replacing it with the following:-

"3.1 [Intentionally left blank]

3.2 The objects for which the Company is established are:";
3. **THAT** the articles of association of the Company be altered with immediate effect as follows:
 - (a) Article 2.2 shall be deleted and replaced as follows:-

"2.2 The pre-emption provisions in section 89(1) of the Act and the provisions of sub-sections 90(1) to 90(6) inclusive of the Act shall not apply to any allotment of the company's equity securities."
 - (b) Article 2.3 be deleted
 - (c) Article 2.4 be renumbered Article 2.3
 - (d) Article 3.1 be deleted and replaced as follows:-

"Regulation 8 in Table A shall be not apply to the Company."
 - (e) Article 4.3.1 shall be deleted and replaced as follows:-

"4.3.1 If and for so long as the Company has only one member and that member takes any decision which is required to be taken in general meeting or by means of a written resolution, that decision shall, subject as provided in Article 4.3.3 below, be as valid and effectual as if agreed by the Company in general meeting and the provisions of these articles shall (in the absence of any express provision to the contrary) apply with

such modification as may be necessary in relation to a company with a single member.”

(f) Article 9.1.3 shall be renumbered as Article 9.1.4;

(g) The following article shall be inserted as new Article 9.1.3:-

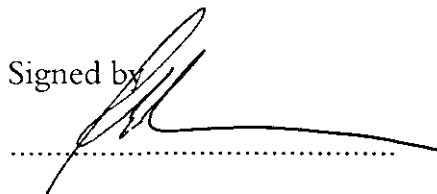
“9.1.3 A person entitled to be present at a meeting of the directors or of a committee of the directors shall be deemed to be present for all purposes if he is able (directly or by telephonic communication) to speak to and be heard by all those present or deemed to be present simultaneously. A director so deemed to be present shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where it is convened to be held or (if no director is present in that place) where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting is. The word “meeting” in these articles shall be construed accordingly.”; and

(h) Article 13 shall be deleted and replaced as follows:-

“Regulation 24 of Table A shall not apply to the Company.”

4. **THAT** the regulations (in the form of the print attached to this written resolution), and which reflect the amendments set out in resolution 3 above, be adopted with immediate effect as the new articles of association of the Company to replace in their entirety the existing articles of association of the Company.
5. **THAT** the directors be generally empowered pursuant to section 95 of the Companies Act 1985 (the *Act*) to allot equity securities (within the meaning of section 94(2) of the Act) for cash, pursuant to the authority given in the Articles of Association of the Company adopted pursuant to resolution 4 above (the *authority*), as if section 89(1) of the Act did not apply to the allotment. This power shall cease to have effect when the authority is revoked or (if not revoked) expires but the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired.

Signed by



Richard James Munton

Dated: 28 July 2000

COMPANIES ACT 1985

FIGUREPLUS LIMITED

COMPANY LIMITED BY SHARES

COMPANY No. 4005584

By a written resolution dated 28 July 2000, the following resolution was passed.

THAT the name of the Company be changed to "BlueAzure Limited".



.....
Company secretary

Presented by:
Freshfields
65 Fleet Street
London EC4Y 1HS
(Reference: 103374-0063/JPLD/JB)