

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

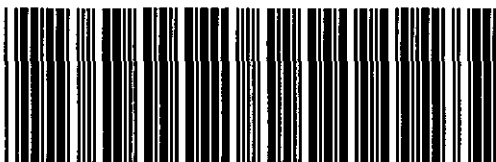
Company No. 4434499

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

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

JUBILEE MANAGING AGENCY LIMITED

Given at Companies House, London, the 26th July 2002



C04434499P

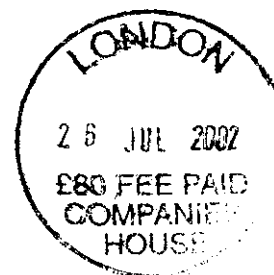


THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

164423
Low
Registered No: 4434499



THE COMPANIES ACT 1985 (AS AMENDED)

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

HIVEGOLD LIMITED

(the "Company")

PURSUANT TO ARTICLES 11 AND 53 OF THE COMPANY'S
ARTICLES OF ASSOCIATION

(passed on 25 July 2002)

We, the undersigned member of the Company, being the sole member who at the date hereof is entitled to attend and vote at a general meeting of the Company, hereby resolve as follows to take effect as a special resolution

Special Resolution

THAT pursuant to Section 28 of the Companies Act 1985 the name of the Company be and is hereby changed from Hivegold Limited to Jubilee Managing Agency Limited.

Signed:

Ian Aghew

On behalf of Appleclaim Limited
Sole member

