

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4838445

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

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

Given at Companies House, Cardiff, the 7th January 2005



C048384456

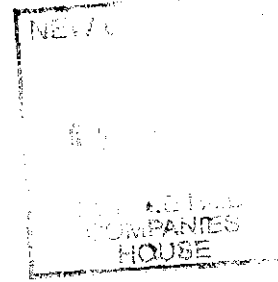


THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B



MINUTES OF A MEETING OF THE BOARD OF DIRECTORS OF OFFCOURSE MANAGEMENT LIMITED

HELD AT: 20-23 GREVILLE STREET, LONDON EC1N 8SS

HELD ON: 5th January 2005

PRESENT: Didier Jacque Broido
QAS Secretaries Limited (represented by J Partridge)

It was resolved that Ms Jane Partridge be and she is hereby appointed Chairman of the Meeting.

CHANGE OF NAME

1. The Directors resolved to call an Extraordinary General Meeting of the Company to consider and, if thought fit, pass a resolution to change the name of the Company to:

OFFCOURSE SOLUTIONS LTD

2. A Notice of Meeting was produced by the Secretary and this was approved by the Directors. The Secretary was instructed to arrange for the Notice to be delivered to those entitled to receive notices.

(For QAS Secretaries Limited)
Chairman

