

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 5158526

The Registrar of Companies for England and Wales hereby certifies that
MANDACO 399 LIMITED

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

Given at Companies House, Cardiff, the 18th October 2004



C05158526H



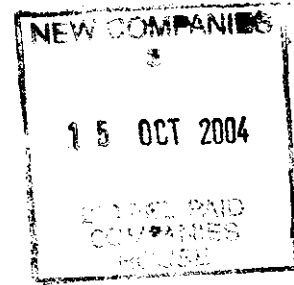
THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

Company No: 5158526

The Companies Act 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
of
MANDACO 399 LIMITED



Pursuant to Regulation 53 of Table A in the Schedule to the Companies (Tables A-F) Regulations 1985 (as amended) which is incorporated in the Articles of Association of the Company, the undermentioned resolution has been passed as a special resolution of the Company, as if passed at a general meeting duly convened and held and have been assented to by all the members of the Company entitled to attend and vote at a general meeting of the Company.

Resolution

THAT the Company change its name to "Audyus Limited".

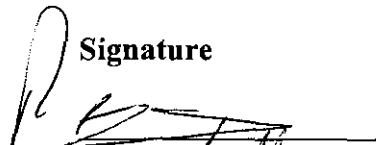

Shareholder

Peter Bartlett

Simon Freethy

Signature

Date

11/10/04
11/10/04

