

FILE COPY



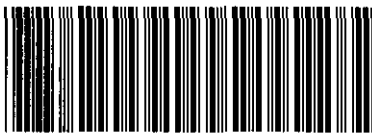
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 5168024

The Registrar of Companies for England and Wales hereby certifies that
MANORBASE PLC

having by special resolution changed its name, is now incorporated
under the name of
EP&F CAPITAL PLC

Given at Companies House, Cardiff, the 16th July 2004



C05168024F



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B

A/C 00400167/10

Company Number: 5168024

THE COMPANIES ACT 1985

SPECIAL RESOLUTION



pursuant to Section 378 Companies Act 1985

MANORBASE PLC

passed the 1st day of July 2004

By means of a written resolution dated the 1st July 2004, and signed by all the members of the above-named company entitled to vote at general meetings the following SPECIAL RESOLUTION was passed:

1. THAT, subject to the consent of the Secretary of State for Trade and Industry, the name of the Company be changed to:-

EP&F CAPITAL PLC

2. THAT, Clause 1 of the Memorandum of Association of the Company be amended to show the new name of the Company.

Signed (Members)

For and on behalf of ACI Directors Limited

For and on behalf of ACI Secretaries Limited

Presented by:

Ashcroft Cameron
7 Leonard Street
London EC2A 4AQ



AD1
COMPANIES HOUSE

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15/07/04