

**FILE COPY**



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 5887379

The Registrar of Companies for England and Wales hereby certifies that  
PRECIS (2624) LIMITED

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

IPC NETWORK SERVICES UK HOLDINGS LIMITED

Given at Companies House, London, the 26th September 2006



\*C05887379P\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —

247713



No of Company: 5887379

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

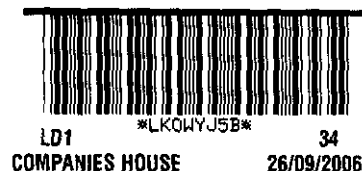
WRITTEN RESOLUTIONS

- of -

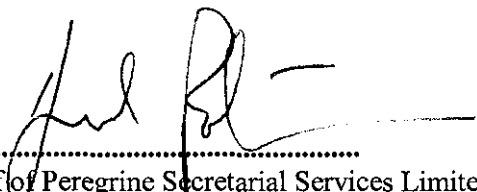
PRECIS (2624) LIMITED

The following resolutions were duly passed by the Company's sole shareholder in writing on 26 September 2006:-

1. **THAT** the name of the Company be changed to IPC Network Services UK Holdings Limited.
2. **THAT** the Memorandum of Association of the Company be amended by:
  - 2.1.1 deleting "Precis (2624)" from the front cover and replacing it with "IPC Network Services UK Holdings";
  - 2.1.2 inserting the wording "(As amended by a Special Resolution and an Ordinary Resolution passed on 26 September 2006)." under the name of the Company on the front cover;
  - 2.1.3 deleting "PRECIS (2624)" from clause 1 and replacing it with "IPC NETWORK SERVICES UK HOLDINGS";
  - 2.1.4 inserting the wording "By a Special Resolution of the Company passed on 26 September 2006 the name of the Company was changed from Precis (2624) Limited to IPC Network Services UK Holdings Limited." as a footnote to clause 1; and
  - 2.1.5 deleting "£100 divided into 100" from clause 5 and replacing it with "£40,000,000 divided into 40,000,000".
3. **THAT** the Articles of Association of the Company be amended by:
  - 3.1.1 deleting "Precis (2624)" from the front page and replacing it with "IPC Network Services UK Holdings"; and
  - 3.1.2 inserting the wording "By a Special Resolution of the Company passed on 26 September 2006 the name of the Company was changed from Precis (2624) Limited to IPC Network Services UK Holdings Limited." as a footnote to the name of the Company on page 1.
4. **THAT** pursuant to the provisions of Section 252, Companies Act 1985, the Company dispenses with the laying of accounts and reports before the Company in general meeting.
5. **THAT** pursuant to the provisions of Section 366A, Companies Act 1985, the Company dispenses with the holding of annual general meetings.



6. **THAT** pursuant to the provisions of Section 386, Companies Act 1985, the Company dispenses with the obligation to appoint auditors annually.
7. **THAT** pursuant to Section 80A(1), Companies Act 1985, the provisions of Section 80A of the said Act shall apply instead of the provisions of Sections 80(4) and 80(5) in relation to the giving, after the passing of this resolution, of an authority to allot shares.
8. **THAT** pursuant to the provisions of Section 369(4) and Section 378(3) of the Companies Act 1985 the Company hereby elects that the said provisions shall have effect in relation to the Company as if for the references to 95 per cent. therein there were substituted references to 90 per cent.
9. **THAT** the authorised share capital of the Company be increased from £100 to £40,000,000 by the creation of 39,999,900 ordinary shares of £1 each.
10. **THAT** the sole Director, or at such time as the Company has more than one Director, the Directors, be hereby generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (as defined in Section 80(2) of that Act) up to an aggregate nominal amount of £40,000,000 provided that the authority hereby given shall expire on 26 July 2011 save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require relevant securities to be allotted after such expiry and the sole Director or the Directors, as the case may be, shall be entitled to allot relevant securities pursuant to any such offer or agreement as if this authority had not expired.

  
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For and on behalf of Peregrine Secretarial Services Limited  
(Authorised Signatory)