

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 5035508

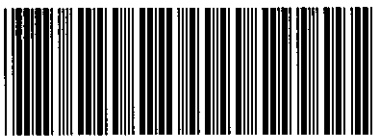
The Registrar of Companies for England and Wales hereby certifies that
TONOCO CONSULTANTS LIMITED

having by special resolution changed its name, is now incorporated

under the name of

ACCESS INDUSTRIES (UK) LIMITED

Given at Companies House, Cardiff, the 5th May 2004



C050355084



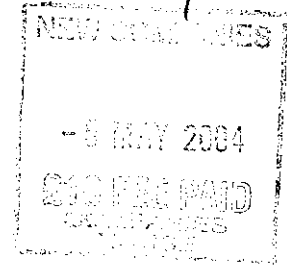
THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B

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No. of Company: 5035508

THE COMPANIES ACTS 1985
PRIVATE COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION

Pursuant to S.378 of the Companies Acts 1985

OF

TONOCO CONSULTANTS LIMITED

At an Extraordinary General Meeting of the Company duly convened and held at Suite 2B, Mansion House, 143 Main Street, Gibraltar on the 26th day of April, 2004, the Sub-Joined Special Resolution was duly passed, viz.:-

SPECIAL RESOLUTION

that the Company, with the permission of the Secretary of State, changes it's name to **ACCESS INDUSTRIES (UK) LIMITED.**


CHAIRMAN

