

FILE COPY



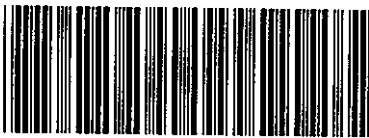
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3359805

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

having by special resolution changed its name, is now incorporated
under the name of
THE eVESTMENT COMPANY LIMITED

Given at Companies House, Cardiff, the 15th April 1999



C03359805E



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

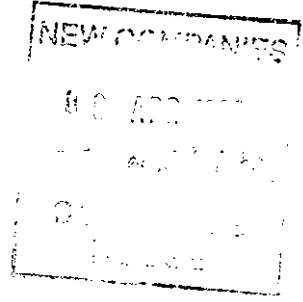


C O M P A N I E S H O U S E

HC006B

012972

Company Number: 3359805



COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

POLBYTE LIMITED

SPECIAL RESOLUTION

At an Extraordinary General Meeting of the above company duly convened and held at 223a Kensington High Street, London W8 6SG on the 26 day of March 1999 at 2 pm the following Special Resolution was duly passed:

RESOLUTION

That the name of the Company be changed from "Polbyte Limited" to "The eVestment Company Limited".

.....
Secretary/Director

