

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4080267

The Registrar of Companies for England and Wales hereby certifies that

HILLGATE (203) LIMITED

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

ICARD EUROPEAN TELECOMS (UK) LIMITED

Given at Companies House, London, the 26th January 2001



C04080267P

M Copleston

For The Registrar Of Companies



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

No: 4080267



The Companies Act 1985

Company limited by shares

Written Resolutions

of

Hillgate (203) Limited

(passed on 26 January 2001)

Hillgate Nominees Limited, being the sole member of the Company resolves as follows:

Special Resolution

1. **That** the name of the Company be and it is changed to "icard European Telecoms (UK) Limited";

Elective Resolutions

2. **That:**
 - (a) in accordance with Section 366A, Companies Act 1985 the Company shall dispense with the holding of annual general meetings;
 - (b) in accordance with Section 252, Companies Act 1985 the Company shall dispense with the laying of accounts and reports before the Company in general meeting;
 - (c) in accordance with Section 386, Companies Act 1985 the Company shall dispense with the obligation to appoint auditors annually.

.....
[Signature]
Director
for and on behalf of
Hillgate Nominees
Limited

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