

FILE COPY



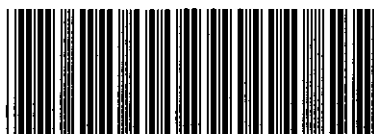
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3928553

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

having by special resolution changed its name, is now incorporated
under the name of
E-CAP II PLC

Given at Companies House, Cardiff, the 17th March 2000



C03928553G



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



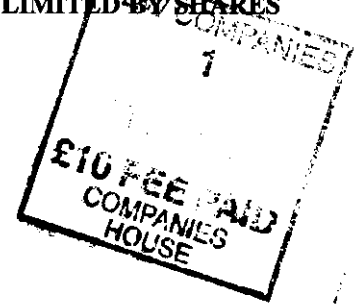
C O M P A N I E S H O U S E

HC006B

003291

COMPANY NUMBER: 3928553

THE COMPANIES ACTS 1985 TO 1989
COMPANY LIMITED BY SHARES



SPECIAL RESOLUTION

OF **DEALSTORE II PLC**

At an Extraordinary General Meeting of the Company duly convened and held

at: The registered office of the Company

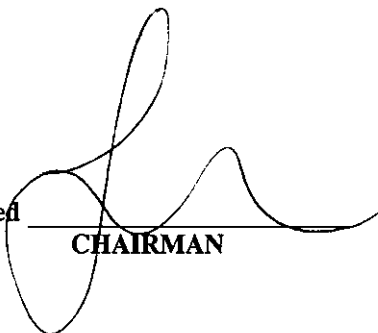
on: 18th February 2000

The following SPECIAL RESOLUTION was duly passed, viz:-

RESOLUTION

That the name of the Company be changed to:

E-CAP II PLC

Signed 
CHAIRMAN



Presented By:-
Chalfen Services Ltd
3rd Floor
19 Phipp Street
London EC2A 4NZ
Tel: 0171-729-8222