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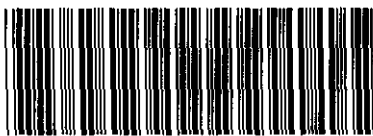
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4191186

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

having by special resolution changed its name, is now incorporated
under the name of
CO2E.COM LIMITED

Given at Companies House, Cardiff, the 7th June 2001



C041911866



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B

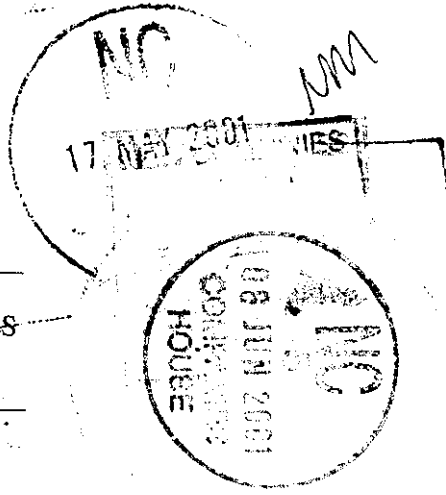
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Company No. 4191186

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES



RESOLUTION IN WRITING

of

MERRYSRING LIMITED

Clifford Chance Nominees Limited, being the sole member of the Company who at the date of this resolution is entitled to attend and vote at a general meeting of the Company, RESOLVES, in accordance with section 381A of the Companies Act 1985, to pass the following as a special resolution in writing:

THAT the Company's name be changed to CO₂e.com LIMITED.

SIGNATURE:

Keith Mynan

for and on behalf of Clifford Chance Nominees Limited

DATE:

11 May 2001

*1
CO₂e.com*



LD5
COMPANIES HOUSE
COMPANIES HOUSE

0802
06/06/01
14/05/01