

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2357692

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

having by special resolution changed its name, is now incorporated
under the name of
VODAFONE CORPORATE SECRETARIES LIMITED

Given at Companies House, Cardiff, the 19th February 2001



C02357692I



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTIONS OF
ECT COMMUNICATIONS LIMITED

Passed 5 February 2001

At an Extraordinary General Meeting of the above named Company, duly convened and held at The Courtyard, 2-4 London Road, Newbury, Berkshire RG14 1JX at 9.30 am the following resolutions were duly passed as Special Resolutions.

Viz:

SPECIAL RESOLUTION 1

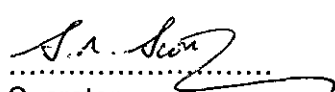
That with the sanction of the Department of Trade the name of the Company be changed to Vodafone Corporate Secretaries Limited.

SPECIAL RESOLUTION 2

That the existing Articles of Association be deleted in their entirety and that the new Articles of Association (a print of which is attached) be and are hereby adopted in place thereof.

SPECIAL RESOLUTION 3

That the main objects of the Memorandum of Association of the Company be and are hereby altered by the deletion of clause 3 and the insertion of a new clause 3 (a print of which was attached).


Secretary

