

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 400458

The Registrar of Companies for England and Wales hereby certifies that

EMPIRE SHOPPER LIMITED

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

MOVITEX (UK) LIMITED

Given at Leeds, the 2nd May 1997



C004004581

Carol Walker
CAROL WALKER

For The Registrar Of Companies



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

Company No. 400458

The Companies Act 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

EMPIRE SHOPPER LIMITED

Passed May 1, 1997

At an Extra-Ordinary General Meeting of the above-named Company duly convened and held on the above date the following resolution was duly passed as a Special Resolution of the Company:-

Special Resolution

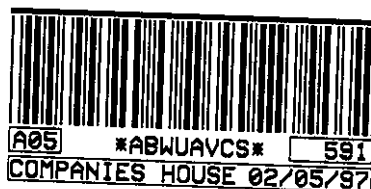
**"That the name of the Company be changed to
Movitex (UK) Limited"**

W. J. Campbell

**W. J. Campbell, Esq.,
Chairman of the Meeting**

..... 1st May, 1997
W.J. Campbell, Chairman of the Meeting

Bardays Bank
20-11-81
£100
065180



I hereby certify that this is a true copy of the Special Resolution proposed and passed as a Special Resolution changing the name of Empire Shopper Limited to Movitex (UK) Limited at an extraordinary General Meeting held on 1st May, 1997.