

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 411080

The Registrar of Companies for England and Wales hereby certifies that

HMV GROUP LIMITED

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

HMV RETAIL LIMITED

Given at Companies House, London, the 10th April 2002



C004110809

A handwritten signature in black ink, consisting of a stylized 'H' and 'M' followed by a large circular flourish.

For The Registrar Of Companies



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

R605
059592
£400 x 5



Company no. 0411080

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

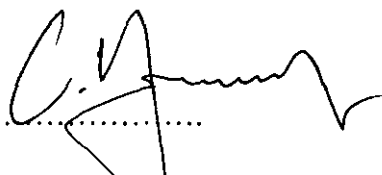
WRITTEN RESOLUTION

of

HMV GROUP LIMITED

The following written resolution of all the members of the Company was passed pursuant to Regulation 53 of Table A which applies to the Company on 10 April 2002.

THAT the name of the Company be changed to "HMV Retail Limited".


.....
Director/Secretary

