FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No.

411080

I hereby certify that

TANSLEY & COOKE LIMITED

having by special resolution changed its name, is now incorporated under the name of HMV RETAIL INTERNATIONAL LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the

10TH MARCH 1986

MRS E. CHADWICK

an authorised officer

48551912

NO. OF COMPANY: 411080

ACCEPT UNSTAMPED 4 40.

NC/CN 31804/0.

SIGNED LH/3/86.

THE COMPANIES ACT 1985 SPECIAL RESOLUTION

(Pursuant to Sections 28 and 378 of the Companies Act 1985)

of

TANSLEY & COOKE LIMITED

Passed on the 12th of February 1986

At an EXTRAORDINARY GENERAL MEETING of TANSLEY & COOKE LIMITED held at Television House, Swindon on Wednesday the 12th February 1986, the following resolution was passed as a SPECIAL RESOLUTION:-

That the name of the Company be changed to:-

HMV RETAIL INTERNATIONAL LIMITED

J Ç.

J M Lumsden (Mrs) Secretary



