

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 411080

I hereby certify that

HMV RETAIL INTERNATIONAL LIMITED

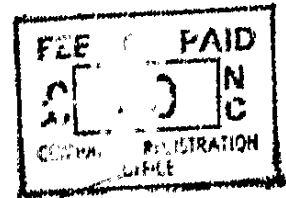
having by special resolution changed its name,
is now incorporated under the name of

HMV GROUP LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 4 JUNE 1987

E. Chadwick
MRSE. CHADWICK

an authorised officer



NO. OF COMPANY: 411080

THE COMPANIES ACT 1985

SPECIAL RESOLUTION

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

of

HMV RETAIL INTERNATIONAL LIMITED

Passed on the 3rd March 1987

At an EXTRAORDINARY GENERAL MEETING of HMV Retail International Limited held at Riley House, Riley Road, Marlow on Tuesday 3rd March 1987, the following resolution was passed, as a Special Resolution:-

That the name of the Company be changed to:-

HMV GROUP LIMITED

D.B. Allcorn

Mr. D.B. Allcorn
Secretary



NW
248202
E40.