

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 647800

The Registrar of Companies for England and Wales hereby certifies that
GLOBAL TELEVISION SERVICES LIMITED

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

Given at Companies House, Cardiff, the 21st January 1998



C00647800K

MRS. L. PARRY

For the Registrar of Companies



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

HC006B

Company No. 647800

THE COMPANIES ACT 1985 & 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

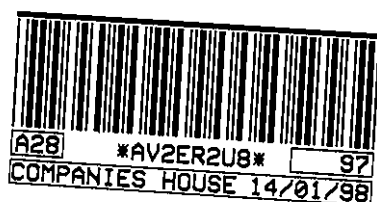
of

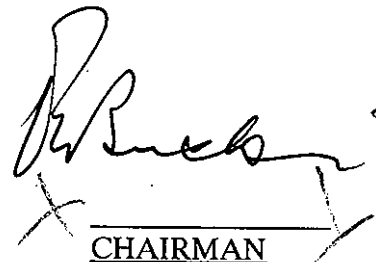
GLOBAL TELEVISION SERVICES LIMITED

At an Extraordinary General Meeting of the Company held at 167 Wardour Street London W1V 3TA on 7th JANUARY 1998 at 4.45 am/pm the following resolution was duly passed as a Special Resolution of the Company.

SPECIAL RESOLUTION

"That the name of the Company be changed to Portman Entertainment Limited"




CHAIRMAN

