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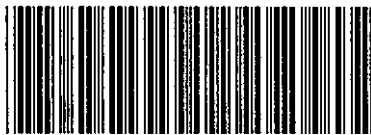
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 889123

The Registrar of Companies for England and Wales hereby certifies that
HAVAS INTERMEDIATION (UK) LIMITED

having by special resolution changed its name, is now incorporated
under the name of
IP INTERMEDIATION (UK) LIMITED

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



C00889123K

R. C. Edwards
R. C. EDWARDS

For the Registrar of Companies

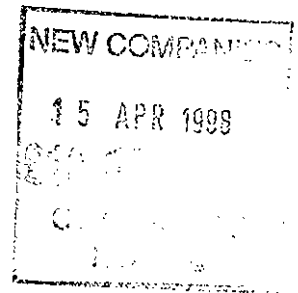


C O M P A N I E S H O U S E

HC006B

Company Number: 889123

**The Companies Act 1948
and
The Companies Act 1985 and 1989**



COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

HAVAS INTERMEDIATION (UK) LIMITED

Passed 30th March 1998

AT an extraordinary general meeting of the above-named Company duly convened and held on 30th March 1998 the following resolution was duly passed as a special resolution of the Company:

SPECIAL RESOLUTION

That the name of the Company be changed from Havas Intermediation (UK) Limited to IP Intermediation (UK) Limited.

A handwritten signature in black ink, appearing to be "C. J. Smith", written over a dotted line.

Chairman

