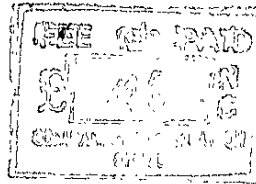


No. 910829



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

-of-

RCA MUSIC LIMITED

Passed on the 13th day of March, 1987

We, the undersigned, being all the members of the abovenamed Company for the time being entitled to attend and vote at General Meetings of the Company HEREBY RESOLVE as a Special Resolution:-

SPECIAL RESOLUTION

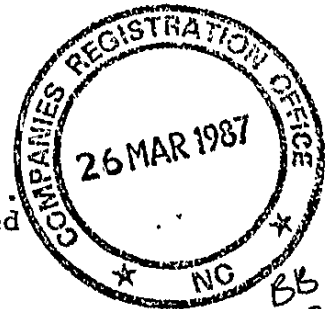
"THAT the name of the Company be changed to
BMG MUSIC LIMITED"

Dated: 13th March, 1987

Signed:

.....
for and on behalf of Eurodisc Music Group Limited

.....
for and on behalf of Universum Film GMBH



.....
M. Kuehn
(Secretary)

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 910829

/15

I hereby certify that

RCA MUSIC LIMITED

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

BMG MUSIC LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the

1ST APRIL 1987

D.M. WILKIE

an authorised officer