

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1206311

The Registrar of Companies for England and Wales hereby certifies that

BRITANNIA MUSIC COMPANY LIMITED

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

UNIVERSAL GROUP DIRECT LIMITED

Given at Companies House, London, the 1st July 2003



C012063110



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

D 2759



BRITANNIA MUSIC COMPANY LIMITED

Company No:
1206311

The Companies Acts 1985 and 1989

We, the undersigned, being all the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings hereby pass the following Resolution as a Special Resolution and agree that the said Resolution shall, pursuant to section 381A of the Companies Act 1985 as amended by the Companies Act 1989, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

Special Resolution

"That the name of the Company be changed to UNIVERSAL GROUP DIRECT LIMITED."

Passed on: 1ST JULY 2003

For and on behalf of
UNIVERSAL MUSIC UK LIMITED



LD1
COMPANIES HOUSE

0046
01/07/03