

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1471066

The Registrar of Companies for England and Wales hereby certifies that
BMG ENTERTAINMENT INTERNATIONAL UK & IRELAND LIMITED

having by special resolution changed its name, is now incorporated
under the name of
BMG UK & IRELAND LIMITED

Given at Companies House, Cardiff, the 8th April 2002



C014710667



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

005100

8-4

Company No: 1471066

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

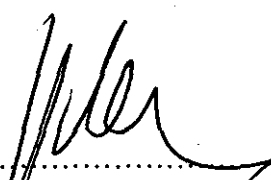
OF

BMG ENTERTAINMENT INTERNATIONAL UK AND IRELAND LTD

Dated 4TH APRIL 2002

WE, the undersigned, being all the members of the above Company for the time being entitled to attend and vote at general meetings of the Company HEREBY RESOLVE that the following resolution be adopted as a Special Resolution of the Company:

"That the name of the Company be changed to
BMG UK & Ireland Limited"


.....
For and on behalf of
BMG Europe Ltd


.....
Jorg Memler



A09
COMPANIES HOUSE

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05/04/02