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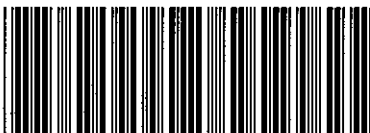
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2243048

The Registrar of Companies for England and Wales hereby certifies that
THE IMAGE FACILITY LIMITED

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

Given at Companies House, Cardiff, the 17th May 2000



C02243048G



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

C006

117674
Company No: 2243048



THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN SPECIAL RESOLUTION
OF
THE IMAGE FACILITY LIMITED

DATED 8 May 2000

Pursuant to S381 A of the Companies Act 1985 we being the sole Member of the Company for the time being entitled to receive notice of and to attend and vote at General Meetings of the Company HEREBY RESOLVE as follows:-

THAT subject to the approval of the Department of Trade and Industry the name of the Company be changed to:

Carlton Active Limited

For and on behalf of
Central Independent Television P.L.C.

.....
Authorised signatory

