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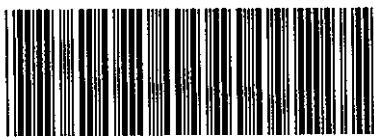
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2361527

The Registrar of Companies for England and Wales hereby certifies that
TELSTAR VIDEO ENTERTAINMENT LIMITED

having by special resolution changed its name, is now incorporated
under the name of
TELSTAR VIDEO AND INTERACTIVE ENTERTAINMENT LIMITED

Given at Companies House, Cardiff, the 25th November 1996



C02361527O

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

Number of Company: 2361527



The Companies Act 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
(pursuant to Section 378 of the Companies Act 1985)

OF

TELSTAR VIDEO ENTERTAINMENT LIMITED

BY RESOLUTION IN WRITING

on ~~1st~~ day of ~~October~~ 1996, the subjoined **SPECIAL RESOLUTION** was duly passed viz:

RESOLUTION

1. **THAT** the name of the Company be changed to:

TELSTAR VIDEO AND INTERACTIVE ENTERTAINMENT LIMITED

Signature: Chris O'Farrell To be signed by the
Chairman, a Director or the
Secretary of the Company.

