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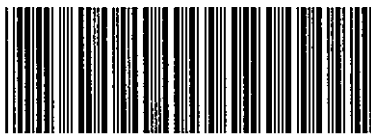
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2668459

The Registrar of Companies for England and Wales hereby certifies that
UGC UK LIMITED

having by special resolution changed its name, is now incorporated
under the name of
CANAL + IMAGE UK LIMITED

Given at Companies House, Cardiff, the 3rd October 1997



C026684592

MRS. L. PARRY

For the Registrar of Companies



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

HC006B

Company Number 2668459

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES



SPECIAL RESOLUTION

OF

UGC UK LIMITED

Passed 1 September 1997

At an Extraordinary General Meeting of the above named Company duly convened and held at 6 Boulevard de la Republique, 92100 Boulogne Billancourt, Cedex, France on Monday 1 September 1997 the following resolution was duly passed as a Special Resolution of the Company.

Special Resolution

That the name of the Company be changed to Canal+ Image^{UK} Limited.

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ADAM SUTCLIFFE

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For Calibre Films Limited
Secretary

