

Company No. 2678881

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

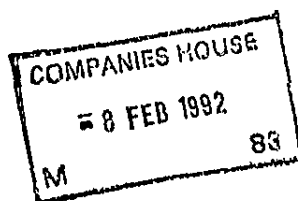
ZEMOP LIMITED

5 FEBRUARY 1992

At an Extraordinary General Meeting of the Members of the Company duly convened and held at Hill House, 1 Little New Street, London EC4A 3TR on 5 February 1992 the subjoined resolution was duly passed as a Special Resolution:

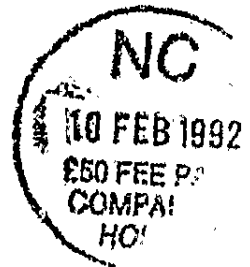
SPECIAL RESOLUTION

"THAT subject to the consent of the Department of Trade and Industry the name of the Company be changed to FLEXTech CHILDRENS CHANNEL LIMITED."



*M. T. Sayer*

CHAIRMAN



**FILE COPY**



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 2678881

I hereby certify that

**ZEMOP LIMITED**

having by special resolution changed its name,

is now incorporated under the name of

**FLEXTECH CHILDRENS CHANNEL LIMITED**

Given under my hand at the Companies Registration Office,

Cardiff the 14 FEBRUARY 1992

*P. Bevan*  
P. BEVAN

an authorised officer