

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2786185


The Registrar of Companies for England and Wales hereby certifies that
STRANGE FRUIT LIMITED

having by special resolution changed its name, is now incorporated
under the name of
PEARSON TELEVISION OVERSEAS LIMITED

Given at Companies House, Cardiff, the 16th December 1997



C02786185F


MRS. L. PERRY

For the Registrar of Companies



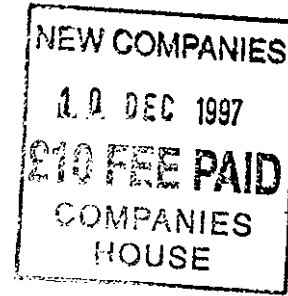
C O M P A N I E S H O U S E

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The Companies Act 1985

Company Limited by Shares



SPECIAL RESOLUTIONS

of

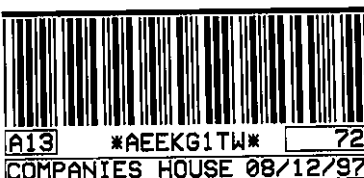
STRANGE FRUIT LIMITED

(Registered No. 2786185)

At an Extraordinary General Meeting of the Company duly convened and held at 1 Stephen Street, London W1P 1PJ on 28 November 1997, the following resolutions were passed as a Special Resolutions :

Special Resolutions

1. THAT the name of the Company be changed to "**Pearson Television Overseas Limited**"
2. THAT paragraph 3 of the Memorandum of Association of the Company be deleted and replaced by the following:
3. The objects for which the Company is established are:-
 - (a)(i) To purchase or otherwise acquire and hold as an investment any shares, debentures, stocks, bonds, notes, scrip or other securities, issued by any company or association or any supreme, municipal, local or other authority, whether in Great Britain or any overseas country or place, or real or personal property of any description, and to transpose and vary all or any of such investments.
 - (ii) To undertake the provision of directorial, managerial, secretarial, clerical, technical and other assistance, and of offices and other accommodation, for companies and others, and to undertake the direction and management of any other work in relation to the affairs or businesses of any companies or others.



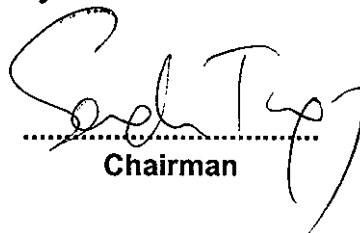
- (b) To carry out such operations and to purchase or otherwise acquire, take options over, construct, lease, hold, manage, maintain, alter, develop or exchange such property, rights or privileges (including the whole or part of the business, property or liabilities of any other person or company) as may seem to the Board of Directors directly or indirectly to advance the interests of the Company.
- (c) To carry on any other trade or business whatever which, in the opinion of the Board of Directors, can be advantageously carried on in connection with or ancillary to any of the above mentioned businesses or is calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the Company.
- (d) To enter into such commercial or other transactions in connection with any trade or business of the Company as may seem desirable to the Board of Directors for the purpose of the Company's affairs.
- (e) To apply for, purchase or otherwise acquire, protect, maintain and renew any patents, patent rights, trade marks, designs, licences and other intellectual property rights of all kinds or any secret or other information as to any invention and to use, exercise, develop or grant licences in respect of, or otherwise turn to account the property, rights or information so acquired and to experiment with any such rights which the Company may propose to acquire.
- (f) To invest and deal with the moneys of the Company not immediately required in any manner and hold and deal with any investment so made.
- (g) To pay or to provide or to make such arrangements for providing such gratuities, pensions, benefits, share option and acquisition schemes, loans and other matters and to establish, support, subsidise and subscribe to any institutions, associations, clubs, schemes, funds or trusts (whether to or for the benefit of present or past directors or employees of the Company or its predecessors in business or of any company which is a subsidiary company of the Company or is allied to or associated with the Company or with any such subsidiary company or to or for the benefit of persons who are or were related to or connected with or dependants of any such directors or employees) as may seem to the Board of Directors directly or indirectly to advance the interests of the Company.
- (h) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable and transferable instruments.
- (i) To act as agents, brokers or trustees, and to enter into such arrangements (whether by way of amalgamation, partnership, profit sharing, union of interests, co-operation, joint venture or otherwise) with other persons or companies as may seem to the Board of Directors to advance the interests of the Company and to vest any property of the Company in any person or company on behalf of the Company and with or without any declaration of trust in favour of the Company.

- (j) To apply for, promote and obtain any Act of Parliament, Charter, privilege, concession, licence or authorisation of any government, state or municipality, or any other department or authority, or enter into arrangements with any such body, or for enabling the Company to carry on its objects into effect or for extending any of the powers of the Company or for effecting any modification of the constitution of the Company or for any other purpose which may seem to the Board of Directors to be expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company.
- (k) To sell, lease, dispose of, grant rights over or otherwise deal with the undertaking, property or assets of the Company or any part thereof on such terms as the Board of Directors may decide, and to distribute any property or assets of the Company of whatever kind in specie among the members of the Company.
- (l) To pay for any rights or property acquired by the Company and to remunerate any person or company, whether by cash payment or by allotment of shares, debentures or other securities of the Company credited as paid up in full or in part, or by any other method the Board of Directors think fit.
- (m) To establish or promote companies and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire, hold, dispose of and deal with, and guarantee the payment of interest, dividends and capital on, all or any of the shares, debentures, debenture stock or other securities, or obligations of any company or association and to pay or provide for brokerage, commission and underwriting in respect of any such issue and to enter into such arrangements with other persons or companies as may seem to advance the interests of the Company, upon such terms as the Board of Directors may decide.
- (n) To co-ordinate, finance and manage all or any part of the operations or any company which is a subsidiary of or otherwise under the control of the Company and generally to carry on the business of a holding company.
- (o) To carry on through any subsidiary or associated company any activities which the company is authorised to carry on and to make any arrangements whatsoever with such company (including any arrangements for taking the profits or bearing the losses of any such activities) as the Board of Directors of the Company may think fit.
- (p) To raise or borrow money in such manner as the Board of Directors may think fit and to receive deposits and to mortgage, charge, pledge or give liens or other security over the whole or part of the Company's undertaking, property and assets (whether present or future), including its uncalled capital, for such purpose and in such circumstances and upon such terms and conditions as the Board of Directors may think fit.

- (q) To lend or advance money and to give credit and to enter (whether gratuitously or otherwise) into guarantees or indemnities of all kinds, and whether secured or unsecured, whether in respect of its own obligations or those of some other person or company in such circumstances and upon such terms and conditions as the Board of Directors may think fit.
- (r) To pay or agree to pay all or any of the promotion, formation and registration expenses of the Company.
- (s) To contribute to or support any public, general, political, charitable, benevolent or other useful object, which it may seem to the Board of Directors to be in the interests of the Company or its members to contribute or support.
- (t) To do all or any of the above things in any part of the world whether as principals or agents or trustees or otherwise and either alone or jointly with others and either by or through agents, subcontractors, trustees or otherwise.
- (u) To do all such other things as may be considered by the Board of Directors to further the interests of the Company or to be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that (a) the objects set forth in each subclause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto, and (b) the word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body or persons, whether corporate or unincorporate and whether domiciled in the United Kingdom or elsewhere, and (c) except where the context expressly so requires, none of the several paragraphs of this clause, or the objects therein specified, or the powers thereby conferred shall be limited by, or be deemed merely subsidiary or auxiliary to, any other paragraph of this clause, or the objects in such other paragraph specified, or the powers thereby conferred.

By Order of the Board


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Chairman