

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2886697

The Registrar of Companies for England and Wales hereby certifies that
MEDIA AND RESPONSE SPECIALISTS LIMITED

having by special resolution changed its name, is now incorporated
under the name of
THE MEDIA CENTRE (MANCHESTER) LIMITED

Given at Companies House, Cardiff, the 7th April 1995

E. P. Owen
MRS. E. P. OWEN



C02886697M

For the Registrar of Companies



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

HC006B

Company No: 2886697



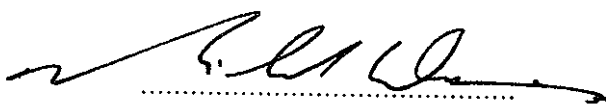
THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTIONS
OF
MEDIA RESPONSE SPECIALISTS LIMITED

At an Extraordinary General Meeting of the Company duly convened and held at 37-41 Bedford Row London WC1R 4JH on 30th March 1995 the following Resolutions were duly passed as Special Resolutions:-

SPECIAL RESOLUTIONS

- (1) That the Company adopt new Articles of Association in the form attached hereto.
- (2) That the name of the Company be changed from "Media Response Specialists Limited" to "The Media Centre (Manchester) Limited".

Dated 30th March 1995


Chairman

