

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3038061

The Registrar of Companies for England and Wales hereby certifies that

VIACOM NETWORKS EUROPE LIMITED

having by special resolution changed its name, is now incorporated
under the name of

SHOWTIME UK HOLDINGS LIMITED

Given at Companies House, London, the 20th December 2000



C03038061J

N. Richards.

MR. N. RICHARDS

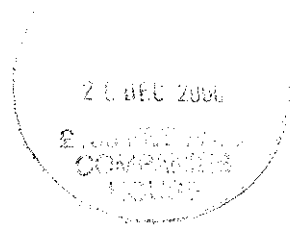
For The Registrar Of Companies



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

No: 3038061

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES



Special Resolution

of

Viacom Networks Europe Limited

At an Extraordinary General Meeting of the Company duly convened and held on 23rd November 2000 at Rijswijkstraat 175, 1062 EV, Amsterdam, The Netherlands at 2.00pm the following Resolution was duly passed as a Special Resolution.

Special Resolution

That:

the name of the Company be changed to SHOWTIME UK HOLDINGS LIMITED

.....
Chairman

A handwritten signature in black ink, appearing to be "L. ...", written over a dotted line.

NLC 100
S1017
LTSB 400325