

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3174726

The Registrar of Companies for England and Wales hereby certifies that
THE ATTIC (MULTIMEDIA DESIGN) LIMITED

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

Given at Companies House, Cardiff, the 6th January 2000



C031747265



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC006B

Company Number: 3174726

THE COMPANIES ACT 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF

THE ATTIC (MULTIMEDIA DESIGN) LIMITED

PURSUANT TO S381A OF THE COMPANIES ACT 1985

Dated 15th July 1999

WRITTEN RESOLUTION

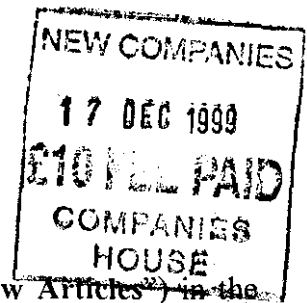
We, the undersigned, being all of the members of the Company who, at the date of this Resolution would be entitled to attend and vote at General Meetings of the Company HEREBY PASS the following Resolutions as Ordinary and/or Special Resolutions (as the case may be) and agree that the said Resolutions shall, for all purposes be as valid and effective as if the same had been passed by us all at a General Meeting of the Company duly convened and held:-

ORDINARY RESOLUTIONS

1. THAT each of the authorised and issued shares of £1 each in the capital of the Company be sub-divided into 100 Ordinary Shares of 1p each.
2. THAT 97,000 of the newly-sub-divided Ordinary Shares of 1p each be classified as "A" Shares and 3,000 of the newly-divided Ordinary Shares of 1p each be classified as "B" Shares, each having the respective rights and obligations set out more particularly in the new Articles of Association of the Company proposed to be adopted pursuant to to Resolution 4 below, the existing issued shares being classified as "A" shares..
3.
 - a) THAT the Directors shall have a general and unconditional authority to allot, grant options over, offer or otherwise deal with or dispose of any relevant securities (within the meaning of Section 80 of the Act) of the Company on and subject to such terms as the Directors may determine. The authority hereby conferred shall subject to Section 80 of the Act be for a period expiring five years from the date of the passing of this resolution unless renewed varied or revoked by the Company in General Meeting and the maximum number of relevant securities which may be allotted pursuant to such authority shall be 96,800 "A" Shares of 1p each and 3,000 "B" Shares of 1p each being the authorised but as yet unissued share capital of the Company at the date hereof.
 - b) THAT the Directors shall be entitled under the authority conferred by paragraph a) of this Resolution or under any renewal thereof to make at any time prior to the expiry of such authority any offer or agreement which would or might require relevant securities of the Company to be allotted after the expiry of such authority and thereafter to allot relevant securities accordingly.



Not 3730 2525



SPECIAL RESOLUTIONS

4. THAT the Company adopt new Articles of Association (the "New Articles") in the form produced to the meeting and initialled by the Chairman for the purposes of identification.
5. THAT the name of the Company be changed to Attic Media Limited

Signature Mark Weber

Name: Mark Weber

Signature Franklyn Charles Weber

Name: Franklyn Charles Weber

37608_1