

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 3185450

The Registrar of Companies for England and Wales hereby certifies that  
BMG UK LIMITED

having by special resolution changed its name, is now incorporated  
under the name of  
BMG EUROPE LTD.

Given at Companies House, Cardiff, the 4th February 2002



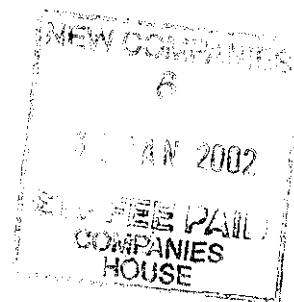
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THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —



Company No: 3185450


**THE COMPANIES ACTS 1985 TO 1989**  
**COMPANY LIMITED BY SHARES**  
**SPECIAL RESOLUTION**  
**OF**  
**BMG UK LIMITED**

Dated January 22, 2002

WE, the undersigned, being the sole member of the above Company for the time being entitled to attend and vote at general meetings of the Company **HEREBY RESOLVE** that the following resolution be adopted as a Special Resolution of the Company:

„That the name of the Company be changed to  
**BMG Europe Ltd.**“



.....  
  
Erich Gahrau  
For and on behalf of  
Bertelsmann Music Group GmbH