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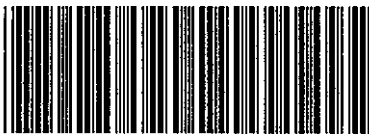
**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 3250589

The Registrar of Companies for England and Wales hereby certifies that  
FOX KIDS (UK)

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

Given at Companies House, Cardiff, the 10th March 1997



\*C032505899\*

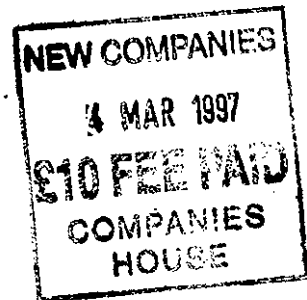
  
MRS. L. PARRY

For the Registrar of Companies



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

HC006B



Company No. 3250589

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

Pursuant to Section 378 Companies Act 1985

of Fox Kids (UK)

passed the 27th January 1997

By means of a written resolution dated the 27th January 1997, and signed by all the members of the above-named company entitled to attend and vote at general meetings the following SPECIAL RESOLUTION was passed:

CHANGE OF COMPANY NAME THAT the name of the company be changed to

Fox Kids Europe

Signed:

  
Director/ Secretary