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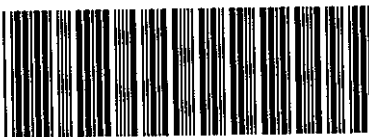
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3264005


The Registrar of Companies for England and Wales hereby certifies that
DE FACTO 544 LIMITED

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

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



C032640059


MRS. L. PARRY

For the Registrar of Companies



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

HC006B

No. 3264005

THE COMPANIES ACT 1985

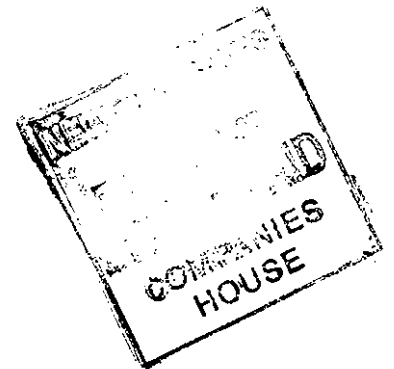
COMPANY LIMITED BY SHARES

RESOLUTION

of

DE FACTO 544 Limited

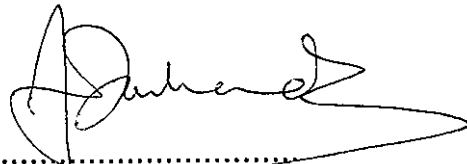
(Passed 22.2. 1997)



At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at *The Ridgeway, Goodworth, Clatford, Hants SP11 7RE* on *22.2.97* at *1.05 am*/pm the following resolution was passed as a Special Resolution.

SPECIAL RESOLUTION

THAT, subject to the consent of the Registrar of Companies, the name of the Company be changed to "Ridgeway Films Limited".


.....
Chairman

