

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3280170

The Registrar of Companies for England and Wales hereby certifies that
YPCS 49 PLC

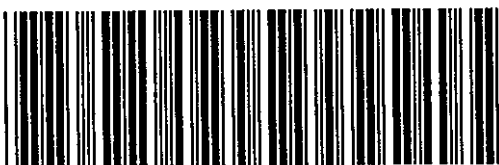
having by special resolution changed its name, is now incorporated
under the name of

DIGITAL PROJECTION INTERNATIONAL PLC

Given at Manchester, the 7th February 1997

A handwritten signature in dark ink, appearing to read 'P. Akhter', with a long horizontal line extending from the end of the signature.

P. AKHTER



C032801706

For The Registrar Of Companies



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

Company Number : 03280170

THE COMPANIES ACTS 1985 and 1989

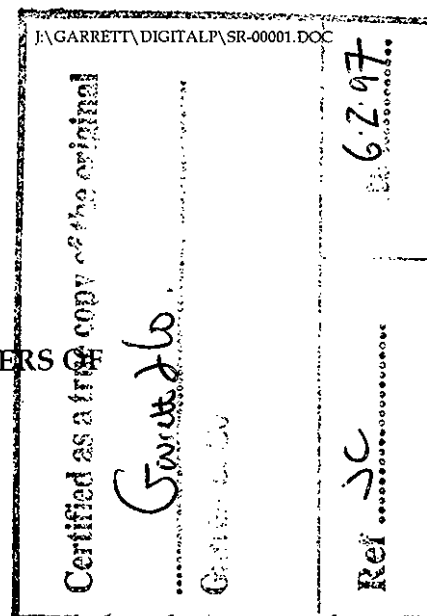
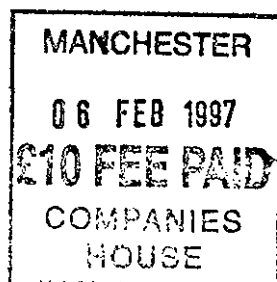
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF ALL THE MEMBERS OF

YPCS 49 PLC

Dated

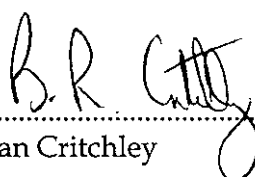
1996




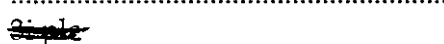
We, the undersigned, being all the members for the time being of the above named Company entitled to receive notice of and to attend and vote at general meetings of the Company HEREBY RESOLVE as follows, pursuant to Regulation 53 of Table A (which regulation is embodied in the Articles of Association of the Company) and so that such Resolution shall for all purposes be as effective as if the same had been passed at a general meeting of the Company duly convened and held:

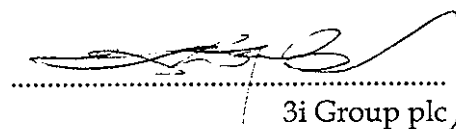
Special Resolution

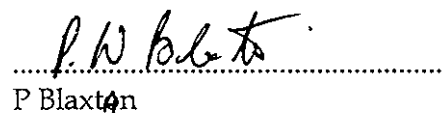
THAT the name of the Company be changed to Digital Projection International plc.

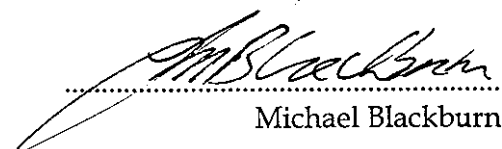

.....
Brian Critchley

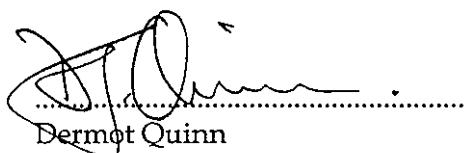

.....
Richard Raworth


.....
P. W. Blaxton

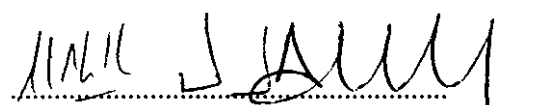

.....
3i Group plc

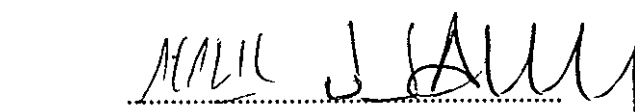

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P. W. Blaxton

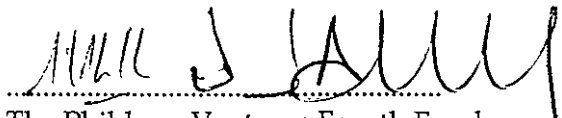

.....
Michael Blackburn

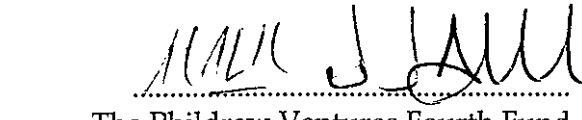

.....
Dermot Quinn


.....
David Green


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The Phildrew Ventures Fourth Fund
(LP4907) acting by its Managing General
Partner, Canven (C.I.) Limited


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The Phildrew Ventures Fourth Fund
B(LP4906) acting by its Managing General
Partner, Canven (C.I.) Limited


The Phildrew Ventures Fourth Fund
C(LP4908) acting by its Managing General
Partner, Canven (C.I.) Limited


The Phildrew Ventures Fourth Fund
D(LP4906) acting by its Managing General
Partner, Canven (C.I.) Limited


Digital Projection Trustee Limited

