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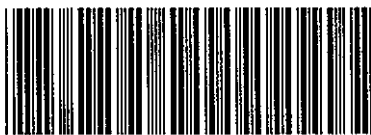
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3309229

The Registrar of Companies for England and Wales hereby certifies that
ESPRIT IMAGE LIMITED

having by special resolution changed its name, is now incorporated
under the name of
ESPRIT IMAGE AND PRODUCT DEVELOPMENT LIMITED

Given at Companies House, Cardiff, the 6th October 1997



C033092295

R. e. Edwards
R. e. Edwards

For the Registrar of Companies



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

HC006B

Company No: 3309229

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

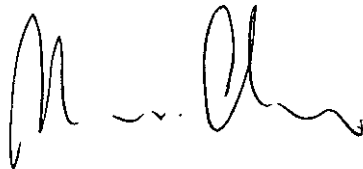
ESPRIT IMAGE LIMITED

Dated 9 September 1997

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
ESPRIT IMAGE AND PRODUCT DEVELOPMENT LIMITED"

.....
For and on behalf of
Esprit Financial Services Limited



5 Chancery Lane,
Cliffords Inn,
London, EC4A 1BU.

