

FILE COPY



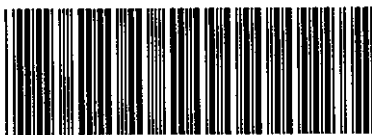
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3309229

The Registrar of Companies for England and Wales hereby certifies that
BURGINHALL 946 LIMITED

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

Given at Companies House, Cardiff, the 25th February 1997



C033092290

R. C. Edwards

R. C. 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

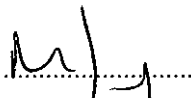
of

BURGINHALL 946 LIMITED

Dated 18 February 1997

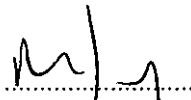
WE, the undersigned, being all the members of the above Company for the time being entitled to attend and vote at general meetings of the Company HEREBY RESOLVE that the following resolution be adopted as a Special Resolution of the Company:

"That the name of the Company be changed to
ESPRIT IMAGE LIMITED"



For and on behalf of
DH&B Nominees Limited

25.02.97
CRO
The Companies
House Ltd
London
EC4A 3DF



For and on behalf of
Gray's Inn Nominees Limited

