

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3324932

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

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

NGC NETWORK (UK) LIMITED

Given at Companies House, London, the 27th May 1997



C03324932Q

S. Bashar

MISS S. BASHAR

For The Registrar Of Companies



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

Company Number 3324932



The Companies Act 1985
SPECIAL RESOLUTION
OF CROFTFINE LIMITED

Passed 27th May 1997

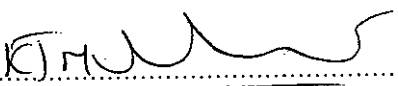
Pursuant to Article 53 of Table A Companies Act 1985, the following Resolutions signed by all the Members for the time being entitled to receive Notice and to attend and vote at General Meetings shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held:-

RESOLUTIONS

THAT the name of the Company be changed to NGC NETWORK (UK) LIMITED

THAT the authorised Share Capital of the Company be and is hereby increased to £2,000,000 by the creation of 1,999,000 additional Ordinary Shares of £1 each, to rank pari passu for all purposes with the existing authorised share capital of the Company.

THAT with effect from the time of passing of this Resolution the Directors be and are unconditionally authorised, pursuant to Section 80 of the Companies Act 1985, to allot all or any of the unissued Shares in the authorised Share Capital of the Company including additional Share Capital created by the Resolution passed earlier this day, at any time or times during the period of five years from the date hereof.

Signature.....
For and on behalf of Eden Secretaries Limited
Secretary

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NW 000582
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