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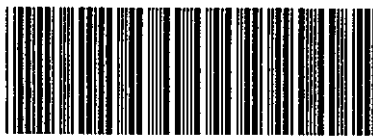
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3362215


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

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

Given at Companies House, Cardiff, the 7th July 1997



C033622156


MRS. L. PARRY

For the Registrar of Companies



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

HC006B

Company Number : 3362215

THE COMPANIES ACT 1985

AND

THE COMPANIES ACT 1989

SPECIAL RESOLUTION

OF

DENEMARCH LIMITED



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 HEREBY PASS the following resolution as a Special Resolution and agree that the said resolution shall, pursuant to Clause 53 of Table A (which Clause is embodied in the Articles of Association of the Company), for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

It is resolved :

That the name of the Company be changed to

GECKO PRODUCTIONS LIMITED

Dated this 27th day of June 1997.

M. J. Hope

Signed :
for ~~LONDON LAW~~ SECRETARIAL LIMITED

[Signature]
.....
for LONDON LAW SERVICES LIMITED



Presented By : THE LONDON LAW AGENCY LIMITED
TEMPLE CHAMBERS, TEMPLE AVE, LONDON EC4Y 0HP

Our Ref : 66214