

31-03-99

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3384487

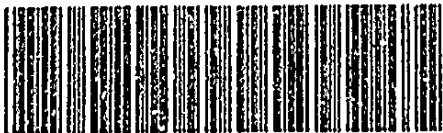
The Registrar of Companies for England and Wales hereby certifies that

POLYGRAM LEISURE LIMITED

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

UNIVERSAL MUSIC LEISURE LIMITED

Given at Companies House, London, the 29th March 1999



C03384487S

S. Bashar

MISS S. BASHAR

For The Registrar Of Companies



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

31-03-99

COMPANIES ACTS
WRITTEN RESOLUTION
OF



EXISTING NAME: POLYGRAM LEISURE LIMITED

COMPANY NUMBER 3384487

We, the undersigned, being all the members of the above company, for the time being entitled to receive notice of, attend and vote at General Meetings, hereby unanimously pass the following special resolution and agree that the said special resolution shall 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.

SPECIAL RESOLUTION

It is resolved that the name of the Company be changed to :

UNIVERSAL MUSIC LEISURE LIMITED

Dated this 29TH day of March 1999

.....
 For and on behalf of
POLYGRAM (UK) HOLDINGS LIMITED

Presenter's Name and Address
Bola Abioye
72 Chancellors Road
London
W6



N/C - A600-3/6.
 NB 540182
 E/day