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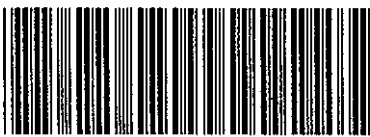
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3458440

The Registrar of Companies for England and Wales hereby certifies that
INTERCEDE 1286 LIMITED

having by special resolution changed its name, is now incorporated
under the name of
PARAMOUNT PAY TV LIMITED

Given at Companies House, Cardiff, the 29th December 1997



C03458440S

D. J. Phillips
D. J. PHILLIPS

For the Registrar of Companies



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

HC006B

Registered Number: 345 8440



THE COMPANIES ACT

INTERCEDE 1286 LIMITED

Mitre House
160 Abchurch Lane
London
EC4A 3DF

PRIVATE COMPANY LIMITED BY SHARES

SOLE MEMBER'S DECISION
PURSUANT TO SECTION 382B
COMPANIES ACT 1985 (the "Act")

The following is a written record pursuant to section 382B of the Act of a decision of the sole member of the Company which has effect as if agreed by the Company in general meeting:-

DECISION

That the name of the Company be changed to PARAMOUNT PAY TV LIMITED

Sole Member

MW Aird

Date 17.12.97

as authorised representative for
Mitre House Nominees Limited

D2397.BSR

