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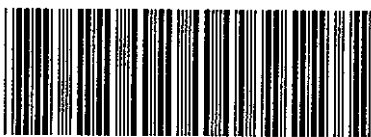
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3636970

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

having by special resolution changed its name, is now incorporated
under the name of
BRAY LEINO GROUP LIMITED

Given at Companies House, Cardiff, the 13th October 1998



C03636970C



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC006B

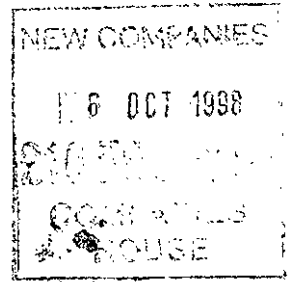
Company No. 3636970

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTLINE PRODUCTIONS LIMITED

("the Company")



MEMBERS' WRITTEN RESOLUTIONS

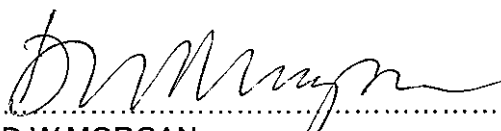
We the undersigned, being all the members of the Company having the right to attend and vote at general meetings of the Company, hereby consent in writing to the passing of the resolution set out below, to the effect that such resolution shall be deemed to be as effective as if it had been passed at a general meeting of the Company duly convened and held:-

1. To take effect as a Special Resolution:-

THAT the name of the Company be changed to

BRAY LEINO GROUP LIMITED


.....
T R COATES


.....
D W MORGAN

..... 2/10 / 1998

