

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3749386

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

having by special resolution changed its name, is now incorporated
under the name of
own2feet productions limited

Given at Companies House, Cardiff, the 21st April 1999



C03749386K



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



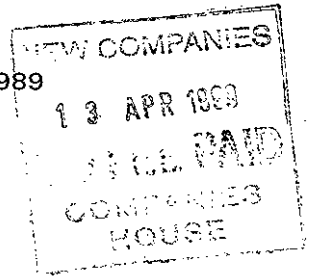
C O M P A N I E S H O U S E

HC006B

104582
Company No. 3749386

The Companies Acts 1985 to 1989

SPECIAL RESOLUTION
OF
BILLSTOP LIMITED



At an Extraordinary General Meeting of the Company duly convened and held at the Registered Office of the Company the following Resolutions were duly passed as Special Resolutions, viz:

RESOLUTIONS

Passed 09/04/1999

1. THAT, subject to the consent of the Secretary of State for Trade and Industry, the name of the Company be changed to:-

own2feet productions limited
2. THAT, clause 1 of the Memorandum of Association of the Company be amended to show the new name of the Company.

Chairman

PLEASE FORWARD CERTIFICATE OF INCORPORATION VIA COMPANIES HOUSE FOR COLLECTION BY STANLEY DAVIS GROUP LIMITED.



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