

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3854544

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

having by special resolution changed its name, is now incorporated
under the name of
EUROPLEX CINEMAS (UK) LIMITED

Given at Companies House, Cardiff, the 3rd November 1999



C038545442



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC006B

130158
Company Number: 3854544

**SPECIAL RESOLUTION
OF
PRIMECHARGE LIMITED**



INSTANT COMPANIES LIMITED, currently the sole member of the above-named Company, HEREBY PASSES the following written resolution pursuant to section 381A of the Companies Act 1985.

It is resolved:

That the name of the Company be changed to:-

EUROPLEX CINEMAS (UK) LIMITED

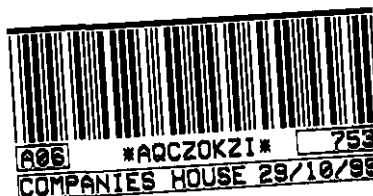
Date 26th October 1999.

Signed

(Authorised Signatory of INSTANT COMPANIES LIMITED)

Sole member and director

Ref.: 3C3672 / CFPU
JORDANS LIMITED
21 ST THOMAS ST.
BRISTOL, BS1 6JS



3C3672 (3854544)