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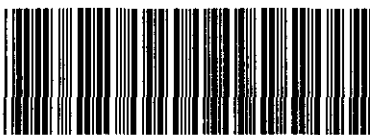
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3952900

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

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

Given at Companies House, Cardiff, the 3rd April 2000



C039529002



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC006B

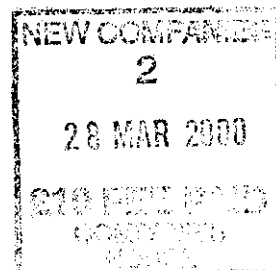
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THE COMPANIES ACTS 1985 TO 1989

COMPANY NUMBER 3952900

SPECIAL RESOLUTION OF

SUPERWAVE PRODUCTIONS LIMITED



I, the undersigned, TEMPLE SECRETARIES LIMITED, being the Sole Member for the time being of the Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolutions as Special Resolutions and agree that the said resolutions shall, pursuant to Clause 53 in Table A (which Clause is embodied in the Articles of Association of the Company) or pursuant to any applicable rule of law, 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.

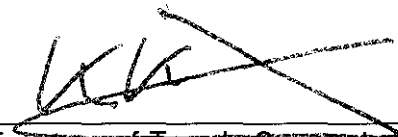
It is resolved:

THAT the name of the Company be changed to

NICKLEBY TV LIMITED

Dated: 27 / 3 / 2000

Signed


(Authorised Signatory of Temple Secretaries Limited)

Presenter

**A1 Company Services Limited
788-790 Finchley Road
London NW11 7TJ**

Ref:DRJ/307380S

Tel: 0181 458 9637

