

FILE COPY



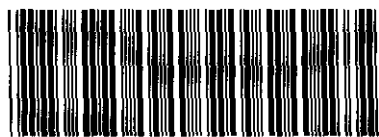
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3967906

The Registrar of Companies for England and Wales hereby certifies that
WARNER EMI HOLDINGS LIMITED

having by special resolution changed its name, is now incorporated
under the name of
VRL 4 LIMITED

Given at Companies House, Cardiff, the 26th March 2001



C03967906P



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B

057982

Company No: 3967906

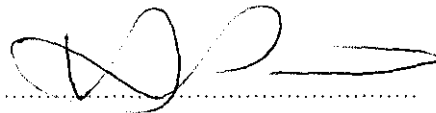
THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION
of
WARNER EMI HOLDINGS LIMITED

The following written resolution was passed by the Company pursuant to Regulation 53 of Table A which applies to the Company on 23 March 2001

1. THAT the name of the Company be changed to VRL 4 LIMITED



for and on behalf of
Mawlaw Secretaries Limited
Secretary

