

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3984464

The Registrar of Companies for England and Wales hereby certifies that
VRL 3 LIMITED

having by special resolution changed its name, is now incorporated
under the name of
EMI IP LIMITED

Given at Companies House, Cardiff, the 7th August 2003



C039844646



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

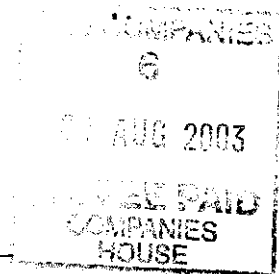


Companies House
— for the record —

309897

Company No: 03984464

THE COMPANIES ACTS 1985 TO 1989



PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

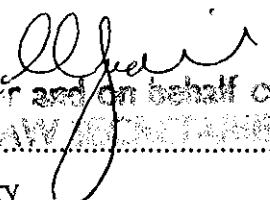
VRL 3 LIMITED

Passed on 23rd July 2003

The following written resolution was passed by the Company pursuant to regulation 53 of Table A of the Companies Act 1985 which is incorporated by reference with the Company's Articles of Association.

THAT the name of the Company be changed to

EMI IP LIMITED


For and on behalf of
VRL 3 LIMITED
Secretary

