

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4018752

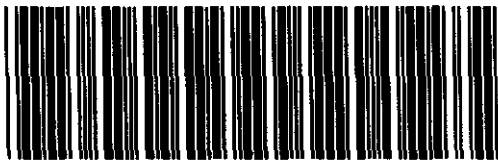
The Registrar of Companies for England and Wales hereby certifies that

TRIKO LIMITED

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

KOBALT MUSIC GROUP LIMITED

Given at Companies House, London, the 25th April 2001



C040187520

A handwritten signature in black ink, appearing to read "Jennifer C. C.".

For The Registrar Of Companies



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

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NIC
BS 090 280

Company Number 4018752



THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

TRIKO LIMITED
(the "Company")

We, the undersigned, being all of the members of the Company entitled to receive notice of, and to attend and vote at general meetings of the Company hereby unanimously pass the following resolution as a resolution in writing pursuant to the articles of association and agree that it shall have effect as if passed at a general meeting of the Company duly convened and held:

Resolution

THAT the name of the Company be changed to Kobalt Music Group Limited

Signed
duly authorised by and on behalf of
IMMIXTUS BVBA

Signed
duly authorised by and on behalf of
MARDAS INVESTMENT BVBA

Dated 28 February 2001

Signed
duly authorised by and on behalf of
BLUE MUSIC BVBA

Dated 28 February 2001

Dated 28 February 2001



COMPANIES HOUSE

25/04/01

SH/1A/22 January 2001

23-FEB-01 17:09