

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4048008

The Registrar of Companies for England and Wales hereby certifies that
GRANT LYNCH PHOTOGRAPHY LIMITED

having by special resolution changed its name, is now incorporated
under the name of
GRANTLY LYNCH PHOTOGRAPHY LIMITED

Given at Companies House, Cardiff, the 14th August 2000



C04048008D



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC006B

712151

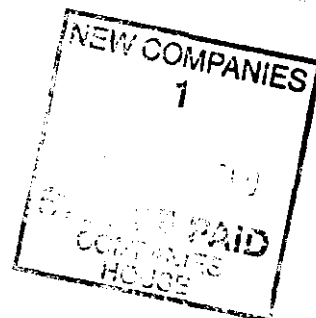
The Companies Acts 1985 and 1989

Company Number: 4048008

SPECIAL RESOLUTION

of

GRANT LYNCH PHOTOGRAPHY LIMITED



At an Extraordinary General Meeting of the Members of the above named Company, duly held and convened at Crwys House, 33 Crwys Road, Cardiff, CF24 4YF, on the 7th day of August 2000, the following Special Resolution was duly passed:

IT WAS RESOLVED that subject to the consent of the Department of Trade the name of the Company be changed to:

GRANTLY LYNCH PHOTOGRAPHY LIMITED

DIRECTOR/MEMBER:.....

(An Authorised Signatory on behalf of Combined Nominees Limited)

Presented by: ICC Company Formations
Crwys House,
33 Crwys Road,
Cardiff
CF24 4YF



BAR K10 712151