

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4126826

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

having by special resolution changed its name, is now incorporated
under the name of
RDF MEDIA (HOLDINGS) LIMITED

Given at Companies House, Cardiff, the 16th March 2001



C04126826F



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B

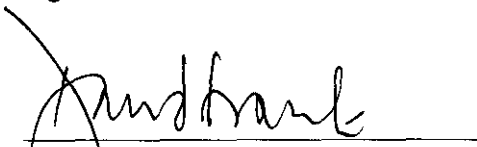
Net 000477

Company Number: 4126826

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION OF THE MEMBERS OF
BYTECORP LIMITED
PASSED PURSUANT TO REGULATION 53 OF THE
COMPANIES' (TABLE A-F) REGULATIONS 1985

That with the consent of the Registrar of Companies the name of the Company be changed to RDF Media (Holdings) Limited.

Signed for and on behalf of the Company by the shareholders:


David Frank

Dated:

1st February

2001

