

FILE COPY



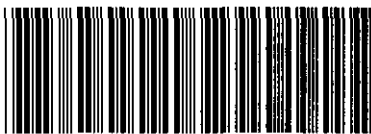
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4467859

The Registrar of Companies for England and Wales hereby certifies that
FOX INTERNATIONAL CHANNEL (UK) LIMITED

having by special resolution changed its name, is now incorporated
under the name of
FOX INTERNATIONAL CHANNELS (UK) LIMITED

Given at Companies House, Cardiff, the 5th July 2004



C044678594



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



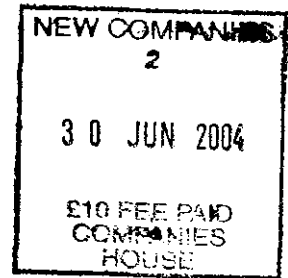
Companies House
— for the record —

Company No: 4467859

000353/10

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES



WRITTEN RESOLUTION

of

FOX INTERNATIONAL ~~ENTERTAINMENT~~ CHANNEL (UK) LIMITED

(the "Company")

We, the undersigned, being the sole member of the Company for the time being entitled to attend and vote at General Meetings of the Company **HEREBY RESOLVE**, in accordance with Article 12 of the Articles of Association of the Company as follows:-

SPECIAL RESOLUTION

THAT the name of the Company be changed to **FOX INTERNATIONAL CHANNELS (UK) LIMITED**.

This written resolution shall take effect as a special resolution.



FOX INTERNATIONAL INC.

Dated: 16/6 2004

