

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 5160610

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

having by special resolution changed its name, is now incorporated
under the name of
PREMIUM TV BROADBAND LIMITED

Given at Companies House, Cardiff, the 11th August 2004



C05160610A



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

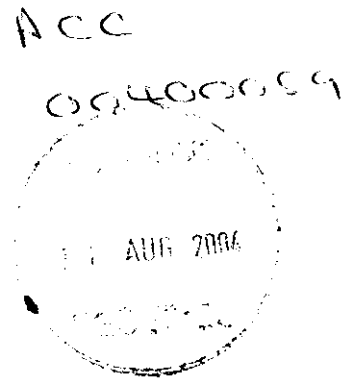
HC006B

THE COMPANIES ACTS 1985 TO 1989

COMPANY NUMBER 5160610

SPECIAL RESOLUTION OF

DERIPLAN LIMITED



I, the undersigned, TEMPLE SECRETARIES LIMITED, being the Sole Member for the time being of the Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolutions as Special Resolutions and agree that the said resolutions shall, pursuant to Clause 53 in Table A (which Clause is embodied in the Articles of Association of the Company) or pursuant to any applicable rule of law, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

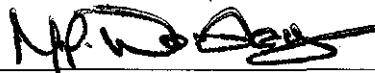
It is resolved:

THAT the name of the Company be changed to

PREMIUM TV BROADBAND LIMITED

Dated: 23 / 6 / 2004

Signed



(Authorised Signatory of Temple Secretaries Limited)

Presenter

A1 Company Services Limited
788-790 Finchley Road
London NW11 7TJ

Our Ref: /28406SF

