

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 5221185

The Registrar of Companies for England and Wales hereby certifies that

NEWINCCO 384 LIMITED

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

PLANET EARTH FILMS LIMITED

Given at Companies House, London, the 1st October 2004



C052211850



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

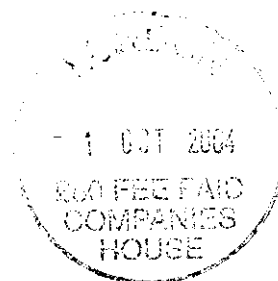


Companies House

— for the record —

020441

Company Number 5221185



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

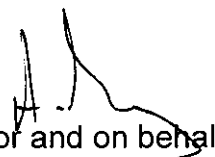
NEWINCCO 384 LIMITED

PASSED ON 1 OCTOBER 2004

We, the undermentioned, being the sole member of the above-named company entitled to receive notice of and to attend and vote at general meetings of the company, hereby pass the following written resolution as a SPECIAL RESOLUTION and agree that the said resolution shall for this purpose be valid and effective as if the same had been passed at an extraordinary meeting duly convened and held.

IT IS HEREBY RESOLVE THAT:

"the name of the Company be changed to **Planet Earth Films Limited**."


For and on behalf of
Olswang Nominees Limited



LD1
COMPANIES HOUSE

0091
01/10/04