



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 71102

The Registrar of Companies for Scotland hereby certifies that

SCOTTISH & IRISH RADIO SALES LIMITED

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

SRH Radio Sales Limited

Given at Companies House, Edinburgh, the 5th March 1998



CSC0711024

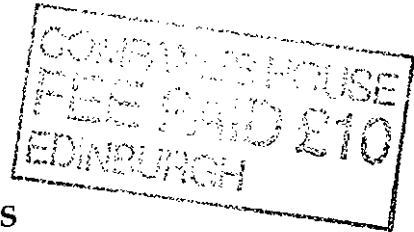
J. HENDERSON

Registrar Of Companies



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

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RECORD OF RESOLUTIONS



of

Scottish & Irish Radio Sales Limited

(the "Company")
(Registered in Scotland, No 71102)

The following is a Written Record of Resolutions passed by the sole member of the Company on the date undernoted for the purposes of Section 382B of the Companies Act 1985.

SPECIAL RESOLUTION

That the name of the Company be changed to "SRH Radio Sales Limited".

Dated: 19 February 1998

Director

For and on Behalf of Scottish Radio Holdings plc

Sole Member

