



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 213751

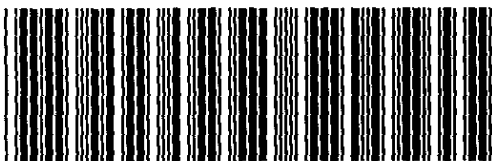
The Registrar of Companies for Scotland hereby certifies that

NEWCO (663) LIMITED

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

MUSICPOINT LIMITED

Given at Companies House, Edinburgh, the 11th January 2001



CSC213751A

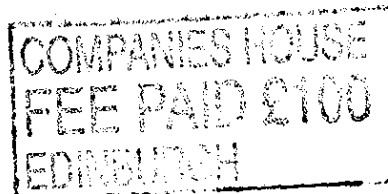
Dianne Brooks
Registrar Of Companies



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

NEWCO (663) LIMITED

Registered No. SC213751



THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

RESOLUTION

(Passed 11 January 2001)

At an Extraordinary General Meeting of **NEWCO (663) LIMITED**, duly convened and held at 39 Castle Street, Edinburgh on 11 January 2001, the following Resolution was passed as a Special Resolution: -

SPECIAL RESOLUTION

1. THAT the name of the Company be changed to "**MUSICPOINT LIMITED**".

FOR AND ON BEHALF OF
MBM BOARD NOMINEES LIMITED

Director

