

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2685120

The Registrar of Companies for England and Wales hereby certifies that
DIRECTORS' AND PRODUCERS' RIGHTS SOCIETY (1992) LIMITED

having by special resolution changed its name, is now incorporated
under the name of
DIRECTORS UK LIMITED.

Given at Companies House, Cardiff, the 12th December 2007



C02685120B



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B



Company Number 2685120

109928/10

DIRECTORS' & PRODUCERS' RIGHTS SOCIETY (1992) LIMITED

(the "Company")

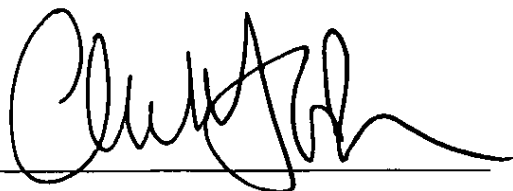
**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
THE COMPANIES ACTS 1985, 1989 AND 2006**

At the Annual General Meeting of the Company held on 20th November 2007, the following Resolutions were passed as Special Resolutions

- (a) "THAT the name of the Company be changed to Directors UK Limited "
- (b) "THAT the Articles of Association in the form produced to the meeting and initialled by the Chairman for the purposes of identification be and are hereby adopted as the Articles of Association of the Company to the exclusion of, and in substitution for, the existing Articles of Association "
- (c) "THAT the Memorandum of Association of the Company be amended -
 - (i) by deleting in clause 1 the words "Directors' and Producers' Rights Society (1992) Limited" and substituting therefor the words "Directors UK Limited",
 - (ii) by inserting in line 3 of clause 3(a) the word "film" before the word "directors",
 - (iii) by deleting in line 4 of clause 3(a) the word "producers",
 - (iv) by inserting the word "negotiate" before the word "collect" in line 1 of clause 3(b),
 - (v) by adopting the following new clauses after clause 3(dd) -
 - "(ee) to uphold, protect and enhance the craft of direction,
 - (ff) to uphold, protect and enhance the interests of film directors in respect of their remuneration and working conditions,
 - (gg) to uphold, protect and enforce the creative rights of film directors,
 - (hh) to represent United Kingdom film directors within the United Kingdom and elsewhere,

(ii) to do all such other things as are incidental or conducive to the objects set forth above",

(vi) by deleting in line 10 of clause 4 the words "the Council"

A handwritten signature in black ink, appearing to be 'Clifford', written over a horizontal line.

DIRECTOR