

16-04-96

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3126277


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

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

Given at Companies House, Cardiff, the 17th April 1996



C03126277G


MRS. L. PARRY

For the Registrar of Companies



COMPANIES HOUSE

HC006B

16 - 04 - 96

Number of Company: 3126277



The Companies Act [1985]

[(As amended by the Companies Act 1989)]

COMPANY LIMITED BY SHARES

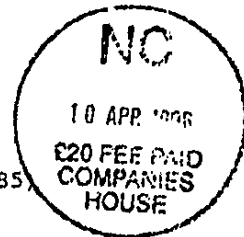
ORDINARY AND SPECIAL RESOLUTIONS

(Pursuant to S.378 (2) of the Companies Act 1985)

of

HERO MUSIC LIMITED

Passed 1 April 1996



AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 17-19 Alma Road, London, SW18 1AA on the ~~four~~ day of April 1996 the subjoined ORDINARY AND SPECIAL RESOLUTIONS WERE duly passed viz:-

ORDINARY RESOLUTION

1. THAT the existing 240 Ordinary Shares of £1 each in the capital of the Company registered in the name of Mr R Russell be and they are hereby re-designated as 240 "A" Ordinary Shares of £1 each and the 760 Ordinary Shares of £1 each in the capital of the Company be and they are hereby re-designated as 760 "B" Ordinary Shares of £1 each.

SPECIAL RESOLUTIONS

2. That the regulations contained in the document produced to the Meeting signed by the Chairman for the purpose of identification be and they are hereby adopted as the Articles of Association of the Company in substitution for the existing Articles of the Company and all regulations incorporated therein.
3. THAT the name of the Company be changed to XL Recordings Limited.

R. Russell
Director

h83/156199/Hero.res