

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3312220

The Registrar of Companies for England and Wales hereby certifies that

ROCKSTAR STUDIOS LIMITED

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

ROCKSTAR NORTH LIMITED

Given at Companies House, Cardiff, the 30th May 2002



C03312220T

A handwritten signature in black ink, appearing to read 'E. Barry'.

For The Registrar Of Companies

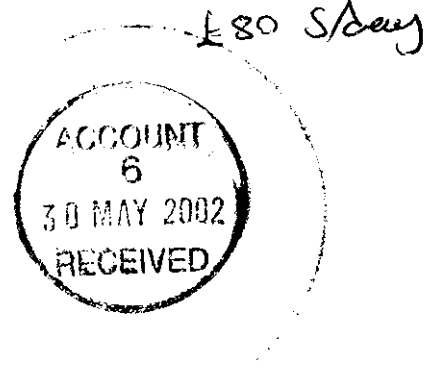


C O M P A N I E S H O U S E

00400010

COMPANY NUMBER 03312220

THE COMPANIES ACTS 1985 to 1989



SPECIAL RESOLUTION

OF

ROCKSTAR STUDIOS LIMITED

At an Extraordinary General Meeting of the Members of the said Company convened and held at

SAXON HOUSE, 2-4 VICTORIA STREET, WINDSOR, BERKSHIRE, SL4 1EN

on the 22 day of MAY 2002.

the following Special Resolution was duly passed:-

That the name of the above Company be changed to:

ROCKSTAR NORTH LIMITED

Presented by:

SCOTT'S COMPANY FORMATIONS
5 LOGIE MILL
BEAVERBANK OFFICE PARK
LOGIE GREEN ROAD
EDINBURGH
EH7 4HH



DIRECTOR / SECRETARY