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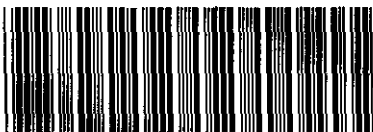
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4232362

The Registrar of Companies for England and Wales hereby certifies that
WORKING CLASS FILM & TELEVISION LIMITED

having by special resolution changed its name, is now incorporated
under the name of
CHAPLINS FILM AND TELEVISION LIMITED

Given at Companies House, Cardiff, the 19th February 2002



C04232362|



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

100352

SPECIAL RESOLUTION ON CHANGE OF NAME
COMPANIES ACT

COMPANY NUMBER 4232362

COMPANY NAME WORKING CLASS FILM AND TELEVISION LIMITED.

At an Extraordinary General Meeting of the members of the above named company,
duly convened and held at:

104 Southover

WOODSIDE PARK LONDON N12 7HD

on the 8th day of FEBRUARY 2002.

The following Special Resolution was duly passed:

That the name of the Company be changed to:

NEW NAME CHAPLINS FILM AND TELEVISION LIMITED.

Signature: [Signature]

Chairman, Director, Secretary or Officer of the Company

Notes:

CHAPLINS LTD
UNIT A+B THE AEGON CTR
ROEBUCK RD
THORNHALLT ESS-CH 146 3TU

NB. The copy resolution must be filed with the Registrar of Companies within 15 days after the passing of the resolution. Please insert name and address to which the certificate is to be sent.



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COMPANIES HOUSE

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16/02/02