

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4236367

The Registrar of Companies for England and Wales hereby certifies that

TEAMTALK SATELLITE LIMITED

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

TTC4 LIMITED

Given at Leeds, the 4th January 2002



C042363673

Patricia Knowles
PATRICIA KNOWLES

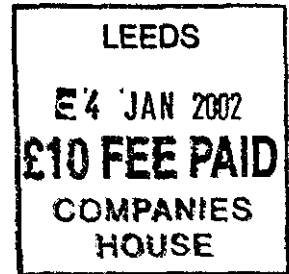
For The Registrar Of Companies



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

Company No: 4236367

THE COMPANIES ACT 1985 AND 1989
COMPANY LIMITED BY SHARES



WRITTEN RESOLUTION
OF
TEAMTALK SATELLITE LIMITED ("the Company")

We, the undersigned being the member of the Company, entitled to receive notice of and to attend and vote at general meetings of the Company hereby pass the following resolution and agree that the said resolution shall, pursuant to Table A Regulation 53 of Table A (as defined in and incorporated into the Company's articles of association), for all purposes be as valid and effective as if the same had been passed as a special resolution at a general meeting of the Company duly convened and held on date specified below:

RESOLUTION

- 1 THAT the name of the Company be changed to "TTC4 Limited".

DATED: 4 January 2002

A handwritten signature in black ink, appearing to be 'R.B.S.', written over a dotted line.

Duly authorised on behalf of
Teamtalk Media Group plc

R.B.S

16.23.37

£160.00 (paid)

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