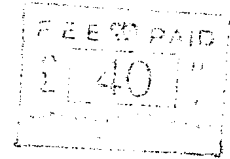


Company No. 488466



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

WARNER BROS. MUSIC LIMITED

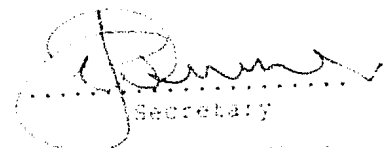
(passed on 11th August 1988)

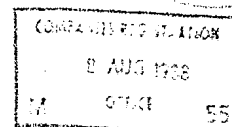
By Written Resolution of all the members of the above-named Company having effect as Special Resolutions the following Resolutions were passed on the above date:

SPECIAL RESOLUTIONS

THAT new Articles of Association in the form attached hereto be and they are hereby adopted in place of the existing Articles of Association of the Company, with immediate effect.

THAT the name of the Company be changed to "Warner Chappell Music Limited".


Secretary



MJW587CW/66

Handwritten notes:
Warner Bros. Music Ltd
40
cc: SLP

FILE COPY



CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No. 488466

I hereby certify that

WARNER BROS. MUSIC LIMITED

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

WARNER CHAPPELL MUSIC LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 24 AUGUST 1988

[Signature]
an authorised officer

HC0088