

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 806281

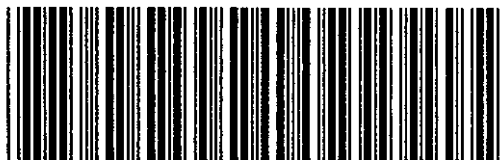
The Registrar of Companies for England and Wales hereby certifies that

THORN EMI FINANCE PLC

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

EMI Group Finance plc

Given at Companies House, London, the 19th August 1996



C00806281I

S. Bashar

MISS S. BASHAR

For The Registrar Of Companies



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

Company No 806281



THE COMPANIES ACTS 1985 TO 1989
A PUBLIC COMPANY LIMITED BY SHARES

**SPECIAL RESOLUTION
OF
THORN EMI FINANCE plc**

Passed 16 August 1996

At an Extraordinary General Meeting of the above-named Company, duly convened and held on 16 August 1996, the following Resolution was duly passed as a Special Resolution:

Special Resolution

"That the name of the Company be changed to EMI Group Finance plc."

A handwritten signature in black ink, appearing to read 'R Charlton'.

R Charlton
Chairman

N/C - £200 -
BB 90598
S/Day