FILE COPY



CERTIFICATE OF INCORPORATION
ON RE-REGISTRATION OF PRIVATE COMPANY
AS A PUBLIC COMPANY

No. 806281 /78

I hereby certify that

THORN EMI FINANCE LTD

formerly registered as a private company has this day been re-registered under the Companies Act 1985 as a public company under the name of

THORN EMI FINANCE plc

and that the company is limited.

Given under my hand at Cardiff the 23RD OCTOBER 1986

T.G.THOMAS

An Authorised Officer