

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 939016

The Registrar of Companies for England and Wales hereby certifies that

MARMALADE MUSIC LIMITED

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

WARNER/CHAPPELL NORTH AMERICA LIMITED

Given at Companies House, Cardiff, the 9th November 1999



C009390168



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION

Pursuant to Section 378 Companies Act 1985

Of Marmalade Music Limited
Company No: 939016

Passed the 22nd September 1999

At a general meeting of the members of the above-named company,
duly convened and held at Griffin House, 161 Hammersmith Road,
London W6 8BS on the 23rd August 1999, the following SPECIAL
RESOLUTION was passed:

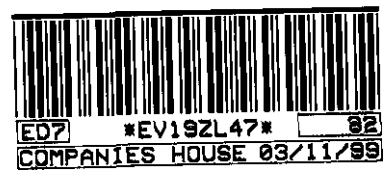
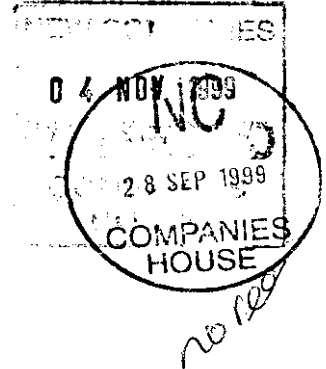
CHANGE OF
COMPANY
NAME

THAT the name of the company be changed to:

Warner/Chappell North America Limited

Signed:

Chairman



Company No: 939016

MINUTES OF AN EXTRAORDINARY GENERAL MEETING OF
Marmalade Music Limited

HELD AT Griffin House
161 Hammersmith Road
London W6 8BS

ON 22nd September 1999 at 11 am

PRESENT Barry Hitchens (Chairman)
(For and on behalf of Warner/Chappell
Music International Limited)

Jane Dyball
(For and on behalf Warner/Chappell
Music International Limited)

CONSENT TO
SHORT NOTICE

IT WAS RESOLVED

THAT, all the members entitled to receive notice and to vote at general meetings of the company having agreed to accept shorter notice than that prescribed by the Companies Act 1985 and a quorum being present, the meeting was properly constituted.

IT WAS RESOLVED as a

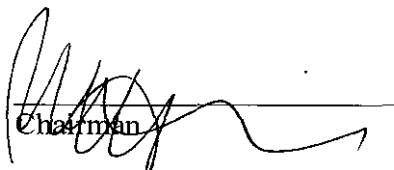
SPECIAL RESOLUTION

CHANGE OF
COMPANY NAME

THAT the name of the company be changed to:

Warner/Chappell North America Limited

There being no further business the meeting closed.


Chairman

