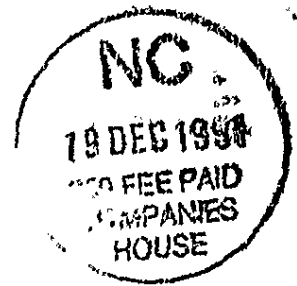


The Companies Act 1985  
Company Limited by Shares

Special Resolution

Pursuant to section 378(2) of the Companies Act 1985



Company Number

1854132

RANK THEATRES LIMITED

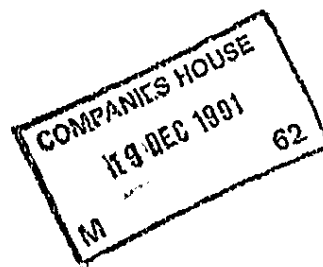
At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at:

6 Connaught Place, LONDON, W2 2EZ

on 9 December 1991

the following SPECIAL RESOLUTION was duly passed, viz:-

THAT the name of the Company be changed to ODEON CINEMAS LIMITED



Signed

*N. G. Blake*

Position

SECRETARY

NOTE To be filed within 15 days of the passing of the special resolution

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 1854132

I hereby certify that

**RANK THEATRES LIMITED**

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

**ODEON CINEMAS LIMITED**

Given under my hand at the Companies Registration Office,  
Cardiff the 2 JANUARY 1992

A handwritten signature in cursive script, reading "Robin Woodyatt".

**ROBIN WOODYATT**  
an authorised officer