

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2036686

The Registrar of Companies for England and Wales hereby certifies that

IDV CENTRAL ASIA LIMITED

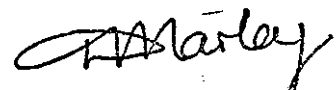
having by special resolution changed its name, is now incorporated
under the name of

UDV (CENTRAL EUROPE AND ASIA) LIMITED

Given at Companies House, Cardiff, the 4th May 1999



C020366863


D. A. MARLEY

For The Registrar Of Companies



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

052463.

Company Number 2036686



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION OF

IDV CENTRAL ASIA LIMITED

PASSED ON FRIDAY 30TH APRIL 1999

At an EXTRAORDINARY GENERAL MEETING of the above named company duly convened and held at 8 Henrietta Place, London W1M 9AG on 30th April 1999 at 9.30am, the following Special Resolution was duly passed:-

Special Resolution

THAT the name of the Company be changed to

"UDV (Central Europe and Asia) Limited"

Chairman

