

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3223028

The Registrar of Companies for England and Wales hereby certifies that

BOOKPAGES LIMITED

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

Amazon.co.uk Ltd.

Given at Companies House, London, the 1st October 1998



C032230280

A handwritten signature in black ink, appearing to read 'L. Barnes'.

MRS. L. BARNES

For The Registrar Of Companies



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

Registered Number: 3223028



THE COMPANIES ACTS

BOOKPAGES LIMITED

PRIVATE COMPANY LIMITED BY SHARES

SOLE MEMBER'S DECISION(S)
PURSUANT TO SECTION 382B
COMPANIES ACT 1985 (the "Act")

The following is a written record pursuant to section 382B of the Act of a decision of the sole member of the Company which has effect as if agreed by the Company in general meeting:-

SPECIAL RESOLUTION

IT WAS RESOLVED:

1. That the name of the Company be changed to Amazon. co. uk Ltd.

Sole Member

A handwritten signature in black ink, appearing to be 'Ala G' or similar, written over a dotted line.

Date

1/10/98

as authorised representative for
Amazon. com, Inc.

(50452663.02)

N/C £100
RBS 030246
S/BA