

FILE COPY



CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

Company No. 3261192

The Registrar of Companies for England and Wales hereby certifies that

HERALDBAY LIMITED

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

BRITISH DIGITAL BROADCASTING HOLDINGS LIMITED

Given at Companies House, London, the 28th January 1997



C03261192R

S. Bashar.

MISS S. BASHAR

For The Registrar Of Companies



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

Company No. 3261192



THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

HERALDBAY LIMITED

At an extraordinary general meeting of the Company held at 200 Aldersgate Street, London EC1A 4JJ on 28 January 1997 the following resolution was passed as a special resolution.

SPECIAL RESOLUTION

THAT the name of the Company be changed to BRITISH DIGITAL BROADCASTING HOLDINGS LIMITED.


CHAIRMAN

Mc. K100 -
NW 4850
8/04Y.