

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3385395

The Registrar of Companies for England and Wales hereby certifies that
GARDELLA LIMITED

having by special resolution changed its name, is now incorporated
under the name of
RED GIRL PRODUCTIONS LIMITED

Given at Companies House, Cardiff, the 29th August 1997



C03385395S

R. C. Edwards
R. C. EDWARDS

For the Registrar of Companies



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

HC006B

Company No.3385395

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF THE MEMBERS OF

GARDELLA LIMITED

We, the undersigned, being all the Members of the above Company for the time being having a right to attend and vote at General Meetings, hereby pass the following Resolution in accordance with Section 381A of the Companies Act 1985, as inserted by Section 113 of the Companies Act 1989:

SPECIAL RESOLUTION

THAT, subject to the consent of the Department of Trade and Industry, the name of the Company be changed to RED GIRL PRODUCTIONS LIMITED.



Signed *MR Aucott*
M R Aucott

Date Signed 20/8/97

Signed *KE Ringsell*
K E Ringsell

Date Signed 20/8/97

PRESENTED BY: DELOITTE & TOUCHE, Hill House, 1 Little New Street, London EC4A 3TR