FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

Company No. 3482895

The Registrar of Companies for England and Wales hereby certifies that MUZAK (U.K.) LTD

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

Given at Companies House, Cardiff, the 14th January 1999



C03482895D







3482895

THE COMPANIES ACT 1985

AND THE COMPANIES ACT 1989

A COMPANY LIMITED BY SHARES

NEW COMPANIES 1 0 JAN 1888 £10 FEE PAID COMPANIES HOUSE

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WRITTEN RESOLUTION

of

MUZAK (UK) LIMITED

(Pursuant to Section 381A of the Companies Act 1985)

(Passed on the 5th day of December 1998)

WE, the undersigned Members of the Company being all the Members who at the date hereof would be entitled to attend and vote at a general meeting of the Company, <u>HEREBY</u> <u>RESOLVE</u> as follows such Resolution to take effect as a Special Resolution

SPECIAL RESOLUTION

THAT the name of the Company be changed to "Imagesound Limited"

Name of Shareholder	Signature ()
Michael Clark	
Timothy James Flint	
Annêtte Baulcombe	
Derek Mapp	
Margaret Frances Mary Pearson	
Simon William Bragg	
John Kennish Rudgard	
John Leslie James Kenneally	

William Ian Murray Coubroug	ı	
Gordon Edward Murray Coub	ough	
Muzak Europe BV		behalf of Muzak Europe BV
We, being the Auditors to the Company, hereby acknowledge that a copy of the above Written Resolution has been sent to us and that we have been notified of the contents of the Written Resolution on or before the time the Written Resolution was supplied to the Shareholders of the Company for signature.		
Dated this day of Decem	ber, 1998	
AUDITORS		



3482895

THE COMPANIES ACT 1985

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A COMPANY LIMITED BY SHARES

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Name of Shareholder	<u>Signature</u>
Michael Clark	1112/1/
Timothy James Flint	
Annette Baulcombe	<i>V</i>
Derek Mapp	
Margaret Frances Mary Pearson	
Simon William Bragg	
John Kennish Rudgard	
John Leslie James Kenneally	

William Ian Mu	rray Coubrough	
Gordon Edward	l Murray Coubrough	
Muzak Europe	BV	On behalf of Muzak Europe BV
Resolution has	been sent to us and that we have or before the time the Written Re	acknowledge that a copy of the above Written be been notified of the contents of the Written solution was supplied to the Shareholders of
Dated this	day of December, 1998	
	14.24	
	AUDIT	ORS

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AND THE COMPANIES ACT 1989

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Derek Mapp	
Margaret Frances Mary Pearson	
Simon William Bragg	
John Kennish Rudgard	
John Leslie James Kenneally	

William Ian M	lurray Coubrough	
Gordon Edwa	ard Murray Coubrough	
Muzak Europ	e BV	On behalf of Muzak Europe BV
Resolution ha	s been sent to us and that we larger or before the time the Writter	eby acknowledge that a copy of the above Written have been notified of the contents of the Written n Resolution was supplied to the Shareholders of
Dated this	day of December, 1998	
	}= _? }+	
	, AUI	DITORS

A37 *A15MGCTN* 582 COMPANIES HOUSE 08/01/39

Company Number: 3482895

THE COMPANIES ACT 1985

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A COMPANY LIMITED BY SHARES

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Timothy James Flint	
Annette Baulcombe	
Derek Mapp	(may)
Margaret Frances Mary Pearson	
Simon William Bragg	
John Kennish Rudgard	
John Leslie James Kenneally	

	rray Coubrough	
Gordon Edward	d Murray Coubrough	
Muzak Europe	BV	On behalf of Muzak Europe BV
Resolution has	been sent to us and that we have or before the time the Written R	acknowledge that a copy of the above Written we been notified of the contents of the Written Resolution was supplied to the Shareholders of
Dated this	day of December, 1998	
AUDITORS		



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Simon William Bragg	
John Kennish Rudgard	
John Leslie James Kenneally	

William Ian Mu	rray Coubrough	
Gordon Edward	Murray Coubrough	
Muzak Europe	BV	On behalf of Muzak Europe BV
Resolution has	been sent to us and that we have be or before the time the Written Resol	nowledge that a copy of the above Written een notified of the contents of the Written ution was supplied to the Shareholders of
Dated this	day of December, 1998	
	11, x	
	AUDITO	RS

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A37 *A15MFCTM* 581 COMPANIES HOUSE 08/01/99

Company Number: 3482895

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Derek Mapp	
Margaret Frances Mary Pearson	
Simon William Bragg	D6 X
John Kennish Rudgard	
John Leslie James Kenneally	

William Ian Mu	rray Coubrough	
Gordon Edward	Murray Coubrough	
Muzak Europe	BV	On behalf of Muzak Europe BV
	V ₁	
Resolution has	been sent to us and that we have bor before the time the Written Reso	eknowledge that a copy of the above Written been notified of the contents of the Written olution was supplied to the Shareholders of
Dated this	day of December, 1998	
	AUDITO	PRS



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Michael Clark	
Timothy James Flint	
Annette Baulcombe	
Derek Mapp	
Margaret Frances Mary Pearson	
Simon William Bragg	(0)/1/25
John Kennish Rudgard	1.4.1 sugu
John Leslie James Kenneally	

William Ian M	urray Coubrough	
Gordon Edwa	rd Murray Coubrough	
Muzak Europe	e BV	On behalf of Muzak Europe BV
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Annette Baulcombe	
Derek Mapp	
Margaret Frances Mary Pearson	
Simon William Bragg	
John Kennish Rudgard	
John Leslie James Kenneally	Jehn Lemeally
CAN TAD MIDI STATIO	

William Ian Mu	rray Coubrough	
Gordon Edwar	d Murray Coubrough	
Muzak Europe	BV	On behalf of Muzak Europe BV
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Dated this	day of December, 1998	
AUDITORS		

A37 *A15MACTH* 576
COMPANIES HOUSE 08/01/99

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William Ian Murray Coubrough Gordon Edward Murray Coubrough	
Muzak Europe BV	On behalf of Muzak Europe BV

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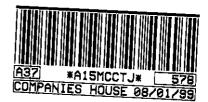
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131



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