

FILE COPY



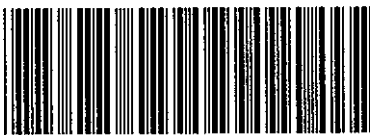
**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

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\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



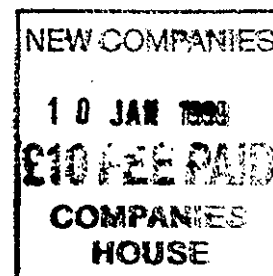
C O M P A N I E S H O U S E

HC006B

Company Number: 3482895



**THE COMPANIES ACT 1985**  
**AND THE COMPANIES ACT 1989**  
**A COMPANY LIMITED BY SHARES**



**WRITTEN RESOLUTION**

of

**MUZAK (UK) LIMITED**

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

(Passed on the 5<sup>th</sup> day of ~~December 1998~~ *January 1999*)

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, **HEREBY RESOLVE** as follows such Resolution to take effect as a Special Resolution

**SPECIAL RESOLUTION**

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

Dated this 5<sup>th</sup> day of ~~December, 1998~~ *January 1999*

**Name of Shareholder**

**Signature**

Michael Clark

*M. Clark*

Timothy James Flint

.....

Ann tte Baulcombe

.....

Derek Mapp

.....

Margaret Frances Mary Pearson

.....

Simon William Bragg

.....

John Kennish Rudgard

.....

John Leslie James Kenneally

.....

William Ian Murray Coubrough

.....

Gordon Edward Murray Coubrough

.....

Muzak Europe BV

.....  
On 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 December, 1998

.....

**AUDITORS**

Company Number: 3482895



**THE COMPANIES ACT 1985**  
**AND THE COMPANIES ACT 1989**  
**A COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

of

**MUZAK (UK) LIMITED**

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

(Passed on the 5<sup>th</sup> day of ~~December 1998~~ January 1999)

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, **HEREBY RESOLVE** as follows such Resolution to take effect as a Special Resolution

**SPECIAL RESOLUTION**

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

Dated this 5<sup>th</sup> day of ~~December, 1998~~ January 1999

**Name of Shareholder**

**Signature**

Michael Clark

Timothy James Flint

Annette Baulcombe

Derek Mapp

Margaret Frances Mary Pearson

Simon William Bragg

John Kennish Rudgard

John Leslie James Kenneally

William Ian Murray Coubrough

.....

Gordon Edward Murray Coubrough

.....

Muzak Europe BV

.....

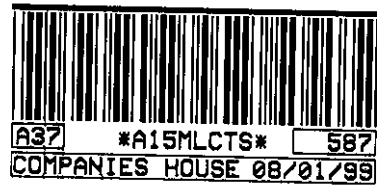
On behalf of Muzak Europe BV

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 December, 1998

.....

**AUDITORS**



Company Number: 3482895

**THE COMPANIES ACT 1985**  
**AND THE COMPANIES ACT 1989**  
**A COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

of

**MUZAK (UK) LIMITED**

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

(Passed on the 5<sup>th</sup> day of ~~December 1998~~ *January 1999*)

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, **HEREBY RESOLVE** as follows such Resolution to take effect as a Special Resolution

**SPECIAL RESOLUTION**

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

Dated this 5<sup>th</sup> day of ~~December, 1998~~ *January 1999*

**Name of Shareholder**

**Signature**

Michael Clark

.....

Timothy James Flint

.....

Annette Baulcombe

*Annette Baulcombe*

Derek Mapp

.....

Margaret Frances Mary Pearson

.....

Simon William Bragg

.....

John Kennish Rudgard

.....

John Leslie James Kenneally

.....

William Ian Murray Coubrough

.....

Gordon Edward Murray Coubrough

.....

Muzak Europe BV

.....

On behalf of Muzak Europe BV

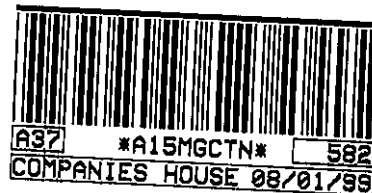
We, being the Auditors to the Company, hereby acknowledge that a copy of the above Written Resolution has been sent to us and that we have been notified of the contents of the Written Resolution on or before the time the Written Resolution was supplied to the Shareholders of the Company for signature.

Dated this       day of December, 1998

.....

**AUDITORS**

Company Number: 3482895



**THE COMPANIES ACT 1985**  
**AND THE COMPANIES ACT 1989**  
**A COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

of

**MUZAK (UK) LIMITED**

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

(Passed on the 5<sup>th</sup> day of ~~December 1998~~ **JANUARY 1999**)

**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, **HEREBY RESOLVE** as follows such Resolution to take effect as a Special Resolution

**SPECIAL RESOLUTION**

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

Dated this 5<sup>th</sup> day of ~~December, 1998~~ **JANUARY 1999**

**Name of Shareholder**

**Signature**

Michael Clark

.....

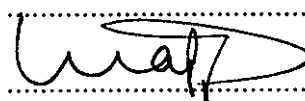
Timothy James Flint

.....

Annette Baulcombe

.....

Derek Mapp



Margaret Frances Mary Pearson

.....

Simon William Bragg

.....

John Kennish Rudgard

.....

John Leslie James Kenneally

.....



William Ian Murray Coubrough

.....

Gordon Edward Murray Coubrough

.....

Muzak Europe BV

.....  
On 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 December, 1998

.....

**AUDITORS**

Company Number: 3482895



**THE COMPANIES ACT 1985**  
**AND THE COMPANIES ACT 1989**  
**A COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

of

**MUZAK (UK) LIMITED**

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

(Passed on the 5<sup>th</sup> day of ~~December 1998~~ *January 1999*)

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, **HEREBY RESOLVE** as follows such Resolution to take effect as a Special Resolution

**SPECIAL RESOLUTION**

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

Dated this 5<sup>th</sup> day of ~~December, 1998~~ *January 1999*

**Name of Shareholder**

**Signature**

Michael Clark

.....

Timothy James Flint

.....

Annette Baulcombe

.....

Derek Mapp

.....

Margaret Frances Mary Pearson

A large, stylized handwritten signature in black ink, appearing to read "MFP", is written over the signature line for Margaret Frances Mary Pearson.

Simon William Bragg

.....

John Kennish Rudgard

.....

John Leslie James Kenneally

.....

William Ian Murray Coubrough

.....

Gordon Edward Murray Coubrough

.....

Muzak Europe BV

.....  
On 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 December, 1998

.....

**AUDITORS**

Company Number: 3482895



**THE COMPANIES ACT 1985**  
**AND THE COMPANIES ACT 1989**  
**A COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

of

**MUZAK (UK) LIMITED**

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

(Passed on the 5<sup>th</sup> day of ~~December 1998~~ *January 1999*)

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, **HEREBY RESOLVE** as follows such Resolution to take effect as a Special Resolution

**SPECIAL RESOLUTION**

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

Dated this 5<sup>th</sup> day of ~~December, 1998~~ *January 1999*

**Name of Shareholder**

**Signature**

Michael Clark

.....

Timothy James Flint

.....

Annette Baulcombe

.....

Derek Mapp

.....

Margaret Frances Mary Pearson

.....

Simon William Bragg

.....

John Kennish Rudgard

.....

John Leslie James Kenneally

.....

William Ian Murray Coubrough

.....

Gordon Edward Murray Coubrough

.....

Muzak Europe BV

.....  
On 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 December, 1998

.....

**AUDITORS**

Company Number: 3482895



**THE COMPANIES ACT 1985**  
**AND THE COMPANIES ACT 1989**  
**A COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

of

**MUZAK (UK) LIMITED**

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

(Passed on the 5<sup>th</sup> day of ~~December~~ <sup>January</sup> 1999  
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, **HEREBY RESOLVE** as follows such Resolution to take effect as a Special Resolution

**SPECIAL RESOLUTION**

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

Dated this 5<sup>th</sup> day of ~~December~~ <sup>January</sup> 1999, 1998

**Name of Shareholder**

**Signature**

Michael Clark

.....

Timothy James Flint

.....

Annette Baulcombe

.....

Derek Mapp

.....

Margaret Frances Mary Pearson

.....

Simon William Bragg

.....

John Kennish Rudgard

.....

John Leslie James Kenneally

.....

William Ian Murray Coubrough

.....

Gordon Edward Murray Coubrough

.....

Muzak Europe BV

.....  
On behalf of Muzak Europe BV

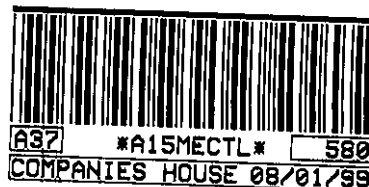
We, being the Auditors to the Company, hereby acknowledge that a copy of the above Written Resolution has been sent to us and that we have been notified of the contents of the Written Resolution on or before the time the Written Resolution was supplied to the Shareholders of the Company for signature.

Dated this       day of December, 1998

.....

**AUDITORS**

Company Number: 3482895



**THE COMPANIES ACT 1985**  
**AND THE COMPANIES ACT 1989**  
**A COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

of

**MUZAK (UK) LIMITED**

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

(Passed on the 5<sup>th</sup> day of ~~December 1998~~ *January 1999*)

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, **HEREBY RESOLVE** as follows such Resolution to take effect as a Special Resolution

**SPECIAL RESOLUTION**

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

Dated this 5<sup>th</sup> day of ~~December, 1998~~ *January 1999*

**Name of Shareholder**

**Signature**

Michael Clark

.....

Timothy James Flint

.....

Annette Baulcombe

.....

Derek Mapp

.....

Margaret Frances Mary Pearson

.....

Simon William Bragg

.....

John Kennish Rudgard

.....

John Leslie James Kenneally

*John Kenneally*



William Ian Murray Coubrough

.....

Gordon Edward Murray Coubrough

.....

Muzak Europe BV

.....  
On 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 December, 1998

.....

**AUDITORS**

11  
12  
13

Company Number: 3482895



**THE COMPANIES ACT 1985**  
**AND THE COMPANIES ACT 1989**  
**A COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

of

**MUZAK (UK) LIMITED**

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

(Passed on the 5<sup>th</sup> day of ~~December 1998~~ *January 1999*)

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, **HEREBY RESOLVE** as follows such Resolution to take effect as a Special Resolution

**SPECIAL RESOLUTION**

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

Dated this 5<sup>th</sup> day of ~~December, 1998~~ *January 1999*

**Name of Shareholder**

**Signature**

Michael Clark

.....

Timothy James Flint

.....

Annette Baulcombe

.....

Derek Mapp

.....

Margaret Frances Mary Pearson

.....

Simon William Bragg

.....

John Kennish Rudgard

.....

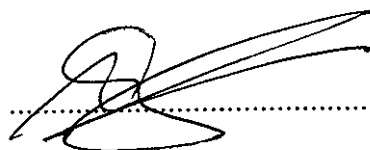
John Leslie James Kenneally

.....

William Ian Murray Coubrough

Gordon Edward Murray Coubrough

Muzak Europe BV



On behalf of Muzak Europe BV

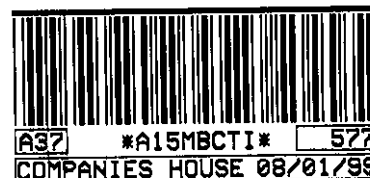
We, being the Auditors to the Company, hereby acknowledge that a copy of the above Written Resolution has been sent to us and that we have been notified of the contents of the Written Resolution on or before the time the Written Resolution was supplied to the Shareholders of the Company for signature.

Dated this       day of December, 1998

.....

**AUDITORS**

Company Number: 3482895



**THE COMPANIES ACT 1985**  
**AND THE COMPANIES ACT 1989**  
**A COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

of

**MUZAK (UK) LIMITED**

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

(Passed on the 5<sup>th</sup> day of ~~December 1998~~ January 1999)

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, **HEREBY RESOLVE** as follows such Resolution to take effect as a Special Resolution

**SPECIAL RESOLUTION**

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

Dated this 5<sup>th</sup> day of ~~December, 1998~~ January 1999

**Name of Shareholder**

**Signature**

Michael Clark

.....

Timothy James Flint

.....

Annette Baulcombe

.....

Derek Mapp

.....

Margaret Frances Mary Pearson

.....

Simon William Bragg

.....

John Kennish Rudgard

.....

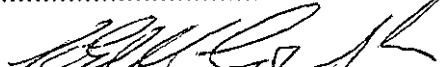
John Leslie James Kenneally

.....

William Ian Murray Coubrough

Gordon Edward Murray Coubrough

Muzak Europe BV

.....  
  
.....

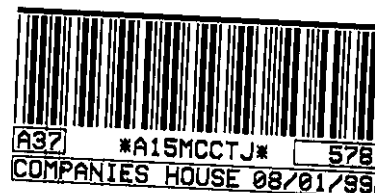
.....  
On behalf of Muzak Europe BV

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 December, 1998

.....  
**AUDITORS**

Company Number: 3482895



**THE COMPANIES ACT 1985**  
**AND THE COMPANIES ACT 1989**  
**A COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

of

**MUZAK (UK) LIMITED**

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

(Passed on the 5<sup>th</sup> day of ~~December~~ <sup>January</sup> 1999  
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, **HEREBY RESOLVE** as follows such Resolution to take effect as a Special Resolution

**SPECIAL RESOLUTION**

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

Dated this 5<sup>th</sup> day of ~~December~~ <sup>January</sup> 1999  
1998

**Name of Shareholder**

**Signature**

Michael Clark

.....

Timothy James Flint

.....

Ann  tte Baulcombe

.....

Derek Mapp

.....

Margaret Frances Mary Pearson

.....

Simon William Bragg

.....

John Kennish Rudgard

.....

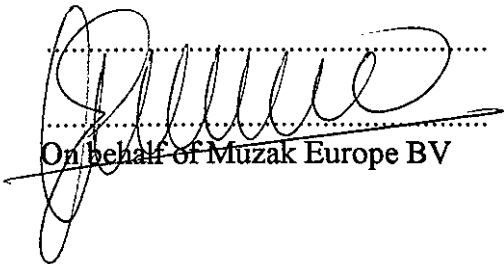
John Leslie James Kenneally

.....

William Ian Murray Coubrough

Gordon Edward Murray Coubrough

Muzak Europe BV

.....  
  
.....  
On 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 December, 1998

.....  
**AUDITORS**