

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3565924

The Registrar of Companies for England and Wales hereby certifies that
RED BOX DESIGN GROUP LIMITED

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

Given at Companies House, Cardiff, the 23rd December 1998



C03565924M



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

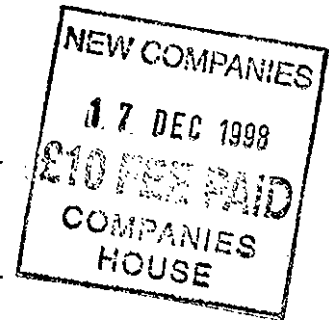


C O M P A N I E S H O U S E

HC006B

The Companies Act 1985

PRIVATE COMPANY LIMITED BY SHARES



SPECIAL RESOLUTION

of

RED BOX DESIGN GROUP LIMITED

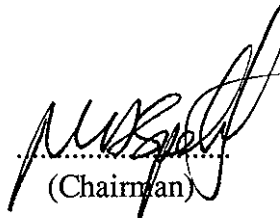
Passed the 14 December 1998

At an Extraordinary General Meeting of the above named Company, duly convened and held at Sun Alliance House 35 Mosley Street Newcastle Upon Tyne NE1 1XX on 14 December 1998, the following Resolution was passed as a SPECIAL RESOLUTION of the Company, namely:-

SPECIAL RESOLUTION

THAT the name of the Company be changed to

"Red Box Design Limited."


.....
(Chairman)

