

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3599986

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

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

Given at Companies House, Cardiff, the 31st December 2001



C03599986U



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B

129651

COMPANY NUMBER: 3599986

WRITTEN RESOLUTION PURSUANT TO S.381A

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

UFA INTERNATIONAL LIMITED

We, the undersigned, being the sole member of the Company entitled to attend and vote at a general meeting of the Company, hereby agree in accordance with section 381A of the Companies Act 1985 to the following resolution in writing, which would otherwise be required to be passed as an ordinary resolution and special resolutions --

ORDINARY RESOLUTION

THAT the 2 issued and fully paid 'A' ordinary shares of £1 each which are registered in the name of UFA International Film & TV Production GmbH be redesignated as 2 ordinary shares of £1 each.

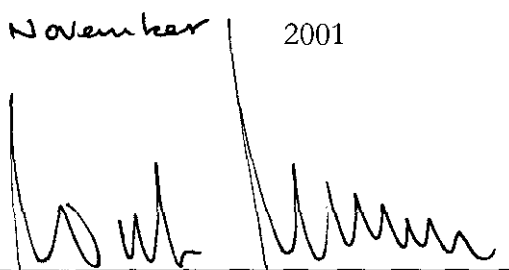
SPECIAL RESOLUTIONS

THAT the name of the Company be changed to 'UFA Sports limited'.

THAT the regulations contained in the document attached to this resolution marked Exhibit A and for the purpose of identification signed on behalf of the members be adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association of the Company.

Dated: 22 November 2001

Signed


Authorised signatory for and on behalf of
UFA International Film & TV Production GmbH



Presented by -
RICHARDS BUTLER
BEAUFORT HOUSE
15 ST. BOTOLPH STREET
LONDON EC3A 7EE
SOLICITORS

Ref: Smg/98-29044