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**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3754909

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

having by special resolution changed its name, is now incorporated
under the name of
WORLDWIDE CHANNEL INVESTMENTS (EUROPE) LIMITED

Given at Companies House, Cardiff, the 15th September 1999



C03754909E



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



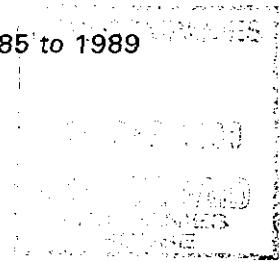
C O M P A N I E S H O U S E

HC006B

100761
Company No. 3754909

The Companies Acts 1985 to 1989

SPECIAL RESOLUTION
OF
BANDMIME LIMITED



At an Extraordinary General Meeting of the Company duly convened and held at the Registered Office of the Company the following Resolutions were duly passed as Special Resolutions, viz:

RESOLUTIONS

Passed 08/09/1999

1. THAT, subject to the consent of the Secretary of State for Trade and Industry, the name of the Company be changed to:-

WORLDWIDE CHANNEL INVESTMENTS (EUROPE) LIMITED

2. THAT, clause 1 of the Memorandum of Association of the Company be amended to show the new name of the Company.



Chairman

PLEASE FORWARD CERTIFICATE OF INCORPORATION VIA COMPANIES HOUSE FOR COLLECTION BY STANLEY DAVIS GROUP LIMITED.

