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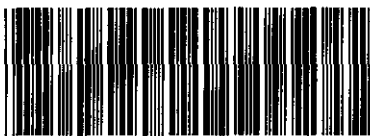
**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 4546827

The Registrar of Companies for England and Wales hereby certifies that  
LAW 2385 LIMITED

having by special resolution changed its name, is now incorporated  
under the name of  
THE MUSIC GROUP INTERNATIONAL LIMITED

Given at Companies House, Cardiff, the 31st December 2002



\*C04546827U\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —

Company number: 4546827

THE COMPANIES ACTS 1985 to 1989  
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

- of -

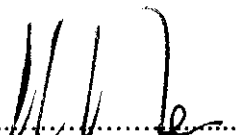
LAW 2385 LIMITED

We, the undersigned, being the sole member of the company who, at the date of this resolution would be entitled to attend and vote at general meetings of the company HEREBY PASS the following resolution as a special resolution and agree that this resolution shall, for all purposes be as valid and effective as if it had been passed by us at a general meeting of the company duly convened and held.

SPECIAL RESOLUTION

That the name of the company be changed to The Music Group International Limited.

Dated: 24 December 2002

  
.....  
For and on behalf of  
Huntsmoor Nominees Limited

Presented by:  
Taylor Wessing  
Carmelite  
50 Victoria Embankment  
Blackfriars  
London EC4Y 0DX  
Ref: RWC/GPW

