

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

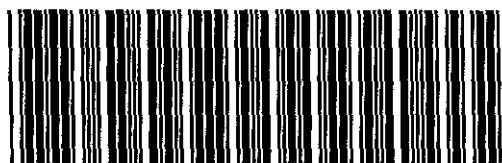
Company No. 4782286

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

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

BI FTV LIMITED

Given at Birmingham, the 12th June 2003



C04782286B



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

Company Number: 4782286

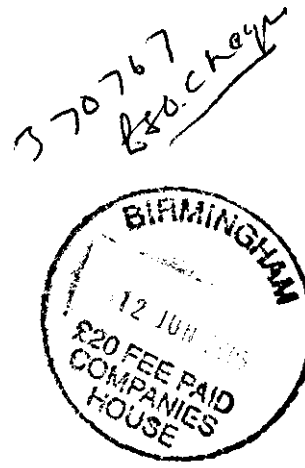
THE COMPANIES ACT 1985
(as amended by the Companies Act 1989)

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

TAGBLUE LIMITED ("the Company")



We, being the single member entitled to attend and vote at general meetings of the Company, hereby resolve that the following Resolutions are passed as Written Resolutions pursuant to section 381A Companies Act 1985 (as amended) and that they shall take effect as Special Resolutions:

WRITTEN RESOLUTIONS

- 1 THAT the name of the Company be changed from "Tagblue Limited" to "BI FTV Limited".
- 2 THAT the Articles of Association of the Company be amended by the insertion of the following new article after article 27:

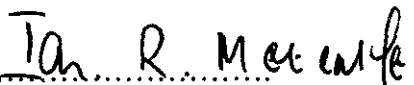
"28 Whenever BI GROUP Plc (Registered No. 451799) ("**the holding company**") , or any 90% subsidiary of the holding company, shall be the holder of not less than 90 per cent of the issued share capital of the company as confers the right to attend and vote at all general meetings the following provisions shall apply and to the extent of any inconsistency between this article and the other provisions of these articles, this article 28 shall prevail:

(A) the holding company may at any time and from time to time appoint any person to be a director or remove from office any director howsoever appointed but so that in the case of a director holding an executive office his removal from office shall be deemed an act of the company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the company;

(B) no unissued shares or other securities shall be issued or agreed to be issued or put under option without the consent of the holding company;

- (C) any or all powers of the directors (or any of them) shall be restricted in such respects and to such extent as the holding company may by notice to the company from time to time prescribe.

Any such appointment, removal, consent or notice as aforesaid shall be in writing served on the company at its registered office and signed on behalf of the holding company by any two of its directors or by any one of its directors and its secretary or some other person duly authorised for the purpose save that no person dealing with the company shall be concerned to see or enquire as to whether the powers of the directors or any of them have been in any way restricted hereunder or as to whether any necessary consent of the holding company has been given and no obligation incurred or security given or transaction effected by the company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the directors."


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Signature
(Duly authorised for and on behalf of Ingleby Holdings Limited)

Date 5 June 2003