



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 75133


I hereby certify that

OSPRIY ASSETS PLC

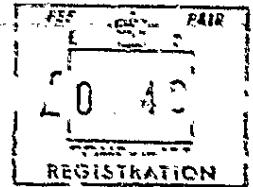
having by special resolution changed its name, is now incorporated under the name of

OSPRIY COMMUNICATIONS PLC

Given under my hand at Edinburgh the 2 April 1984


Registrar of Companies

No. 75133/20



THE COMPANIES ACTS 1948 to 1983
COMPANY LIMITED BY SHARES
RESOLUTIONS
of
OSPREY ASSETS PLC
(Passed on 23rd March, 1984.)

At an EXTRAORDINARY GENERAL MEETING of the above-named Company held on the 23rd day of March, 1984 at 12 noon the following Resolutions were duly passed:-

Ordinary Resolution

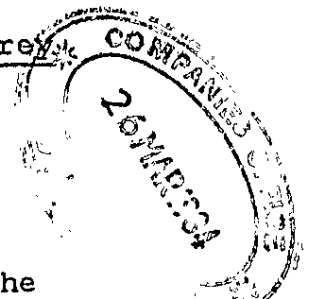
THAT the Board be and it is hereby generally and unconditionally authorised in accordance with Section 14 of the Companies Act 1980 for the period of five years following the passing of this Resolution to exercise all powers of the Company to allot relevant securities (within the meaning of Section 14(10) of the Companies Act 1980) up to an aggregate nominal amount of £2,500,000 and that the Company may before the expiry of the authority hereby conferred make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Board may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

Special Resolutions

1. THAT the name of the Company be changed to Osprey Communications PLC.

2. THAT:

- (i) Clause 4 of the Memorandum of Association of the Company be amended by redesignating Clause 4(a) thereof as Clause 4(a)(i) thereof and by the addition of the following new sub-clause, to be designated 4(a)(ii) immediately thereafter:

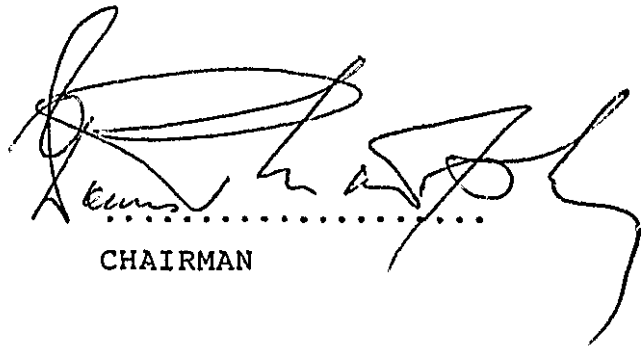


- (ii) to carry on directly or through the medium of subsidiary companies the business of advertising contractors and agents to acquire and dispose of advertising time, space or opportunities in any media; to undertake advertising and promotional campaigns of every nature, to acquire and provide promotional requisites of every kind and description, to act as management and employment and recruitment consultants and to carry on business directly or through subsidiaries as aforesaid as public relations advisers and consultants and to acquire and provide promotional requisites of every kind and description and to carry on the business of manufacturers of all kinds of apparatus, appliances, plant, materials and documents employed by advertising and public relations consultants, contractors and agents in their business and to sell, dispose of, and use the same for the purposes of the businesses of the Company.";
- (ii) the Articles of Association of the Company be amended by the deletion therefrom of Article 129 and the substitution therefor of the following new Article:

"129. The profits of the Company available for dividend and determined to be distributed shall be applied in the payment of dividends to the members in accordance with their respective rights and priorities. The Company in General Meeting may by Ordinary Resolution declare dividends accordingly."; and

(iii) the Articles of Association of the Company be amended by the deletion therefrom of Article 90 and the substitution therefor of the following new Article:

"90. The Directors of the Company shall be paid such remuneration (by way of fee) for their services as may be determined by the Board save that unless otherwise approved by the Company in General Meeting the aggregate of the remuneration (by way of fee) of all the Directors shall not exceed £20,000 per annum."



CHAIRMAN