



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 160499

The Registrar of Companies for Scotland hereby certifies that

VIS INTERACTIVE PLC


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

VIS ENTERTAINMENT PLC

Given at Companies House, Edinburgh, the 19th September 2000



CSC160499I

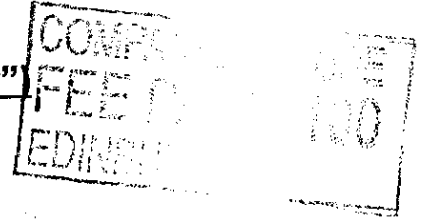

Registrar Of Companies



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

VIS INTERACTIVE PLC ("the Company")

(Company No 160499)



SPECIAL RESOLUTION

At an Extraordinary General Meeting of the Company held at VIS Interactive plc, Izatt Avenue, Dunfermline KY11 3BZ on 18 September 2000, the following Special Resolution was passed:

Special Resolution

"That the name of the Company be changed to VIS entertainment plc"

Registered Office:
130 St Vincent Street
Glasgow G2 5HF

18 September 2000

Executed by Order of the Board of Directors



Peter Baillie, Director