

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3877860

The Registrar of Companies for England and Wales hereby certifies that

BURGINHALL 1136 LIMITED

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

EUROPE MOVIECO PARTNERS LIMITED

Given at Companies House, London, the 16th December 1999



C03877860F

N. Richards.
MR. N. RICHARDS

For The Registrar Of Companies



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

Company No: 3877860



THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

RESOLUTIONS

of

BURGINHALL 1136 LIMITED

Dated 16 DECEMBER 1999

We, the undersigned, being all the members of the above-named Company for the time being entitled to attend and vote at general meetings of the Company **RESOLVE** that the following Special Resolutions be passed by way of written resolution:

SPECIAL RESOLUTIONS

1. "THAT the name of the Company be changed to **EUROPE MOVIECO PARTNERS LIMITED.**"
2. "That articles of association in the form attached to this resolution and initialled for the purposes of identification be adopted as the articles of association of the Company in place of its existing articles of association."
3. "That memorandum of association in the form attached to this resolution and initialled for the purposes of identification be adopted as the memorandum of association of the Company in place of its existing memorandum of association."

Mar Bolton

For and on behalf of
DH&B Nominees Limited

Mar Bolton

For and on behalf of
Gray's Inn Nominees Limited

N/C £100
CAC 226952
S/OAY