No 2719242

THE COMPANIES ACT 1985

SPECIAL RESOLUTION

of

PRASLIN LIMITED

AT AN EXTRAORDINARY GENERAL MEETING of this Company duly convened and held at Sceptre Court, 40 Tower Hill, London EC3N 4BB on 8th July 1992 the following resolutions were duly passed as special resolutions of the Company:-

SPECIAL RESOLUTION 1

THAT the Memorandum of Association of the Company be amended by the deletion of paragraph (a) of Clause 3.1 and the substitution of the following:-

(a)   To acquire and dispose of the rights, licences, copyrights, rights of production or presentation and any other rights or interest of any literary, dramatic or musical work, picture, drawing, work of art or photography, video or visual recording of a performance, cinematographic and television films and motion pictures of all kinds, and to print, publish or cause to be printed or published anything in which the Company has a copyright or right to print or publish, and to act as agents for the purchase, sale, hiring and exploitation of anything in which the Company has a copyright or right to print or publish and generally to manufacture, buy, hire, sell, let on hire, produce or otherwise deal in cinematographic, television and other films and video recordings and photographic or other apparatus, articles, plant, machines and accessories capable of being used in that connection or in connection with cinematographic or television shows, exhibitions and entertainments.

SPECIAL RESOLUTION 2

THAT the name of the Company be changed to ENTERTAINMENT DEVELOPMENTS
LIMITED.

Dated: 8th July 1992

Johanna Chathe for CWH Directors Limited
_____
Chairman

58630

CERTIFICATE OF INCORPORATION

ON CHANGE OF NAME

Company No.   2719242

The Registrar of Companies for England and Wales hereby certifies that

PRASLIN LIMITED

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

ENTERTAINMENT DEVELOPMENTS LIMITED

Given at Companies House, London, the 9th July 1992

MR. C. CARR

For The Registrar Of Companies

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