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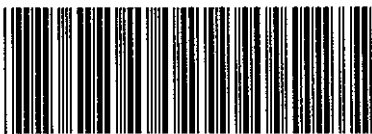
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3328124

The Registrar of Companies for England and Wales hereby certifies that
SBT BROADCAST MANAGEMENT LIMITED

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

Given at Companies House, Cardiff, the 26th September 1997



C03328124P

E. P. Owen
MRS. E. P. OWEN

For the Registrar of Companies



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

HC006B

THE COMPANIES ACT 1985
COMPANY NO 3328124
COMPANY LIMITED BY SHARES



WRITTEN RESOLUTION

- of -

SBT BROADCAST MANAGEMENT LIMITED

Pursuant to Section 381A of the Companies Act 1985 ("the Act")

Passed on 19th September 1997

I, the undersigned Member of the above named Company, being the sole Member for the time being entitled to receive notice of and to attend and vote at a General Meeting of the Company, hereby resolve as follows, such resolution to take effect as a Special Resolution of the Company pursuant to Section 381A of the Companies Act 1985:

SPECIAL RESOLUTION

THAT the name of the Company be changed to BTM AVIATION LIMITED.

.....

For and on behalf of
PROFESSIONAL LEGAL SERVICES LIMITED

Dated this 19th day of September 1997

