

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3589150

The Registrar of Companies for England and Wales hereby certifies that
TOPICEVEN LIMITED

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

Given at Companies House, Cardiff, the 6th August 1998



C035891505


N. BUTLER

For the Registrar of Companies

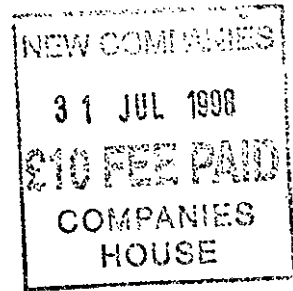


C O M P A N I E S H O U S E

HC006B

THE COMPANIES ACTS 1985 to 1989

Company Number 3589150.



SPECIAL RESOLUTION OF TOPICEVEN LIMITED

We, the undersigned, INSTANT COMPANIES LIMITED and SWIFT INCORPORATIONS LIMITED, being all the members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolution as a Special Resolution and agree that the said resolution shall, pursuant to Clause 53 in Table A (which clause is embodied in the Articles of Association of the Company) or pursuant to any applicable rule of law, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

It is resolved:

That the name of the Company be changed to PROMO ONLY LIMITED.

Date: 23rd July 1998.

A handwritten signature in black ink, appearing to read "A.M. Cornwall".

.....
(AUTHORISED SIGNATORY OF INSTANT COMPANIES LIMITED)

A handwritten signature in black ink, appearing to read "C. Radler".

.....
(AUTHORISED SIGNATORY OF SWIFT INCORPORATIONS LIMITED)

Jordans Limited
21 St. Thomas Street
Bristol BS1 6JS
Ref: 3b8199/SYK