



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 6542144

The Registrar of Companies for England and Wales hereby certifies that

NEWCO 234 LIMITED

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

CHARACTER WORLD HOLDCO LIMITED

Given at Companies House on **31st March 2008**



C06542144U



Companies House
— for the record —

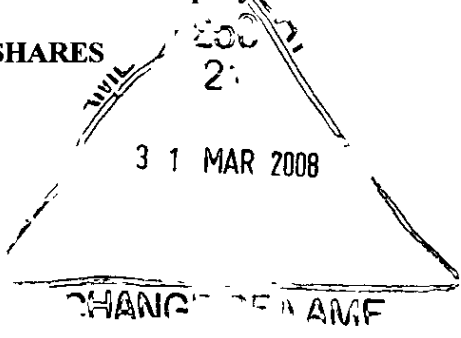


THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

105074/50

Company no. 6542144

PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
of
NEWCO 234 LIMITED
("Company")



Written resolution of the Company pursuant to chapter 2 part 13 of the Companies Act 2006 proposed by the directors of the Company, proposed as a special resolution as detailed below

SPECIAL RESOLUTION


That the name of the Company be changed to "Character World Holdco Limited"

Circulation date: 27~~28~~ March 2008

Registered office: c/o UHY Hacker Young, St James Building, 79 Oxford Street, Manchester M1 6HT

Agreement to written resolution

We, the undersigned, being persons entitled to vote on the above resolution, irrevocably agree to such resolution

Signed 
Mark Schweiger

Dated 27/3/08

Signed 
Daniel Schweiger

Dated 27/3/08

MONDAY



A823PYHR
A03 31/03/2008 121
COMPANIES HOUSE