

NZM

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DO NOT WRITE IN THIS SPACE

AMENDED STATEMENT BY  
FOREIGN CORPORATION

A458760

FILED  
In the office of the Secretary of State  
of the State of California

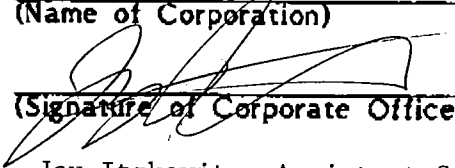
MAR 20 1995

*Bill Jones*  
BILL JONES, Secretary of State

Twentieth Century Fox Home Entertainment, Inc., a corporation  
organized and existing under the laws of Michigan  
and which is presently qualified for the transaction of intrastate business in the  
State of California, makes the following statement:

That the name of the corporation has been changed to that hereinabove set forth and  
that the name relinquished at the time of such change was FoxVideo, Inc.

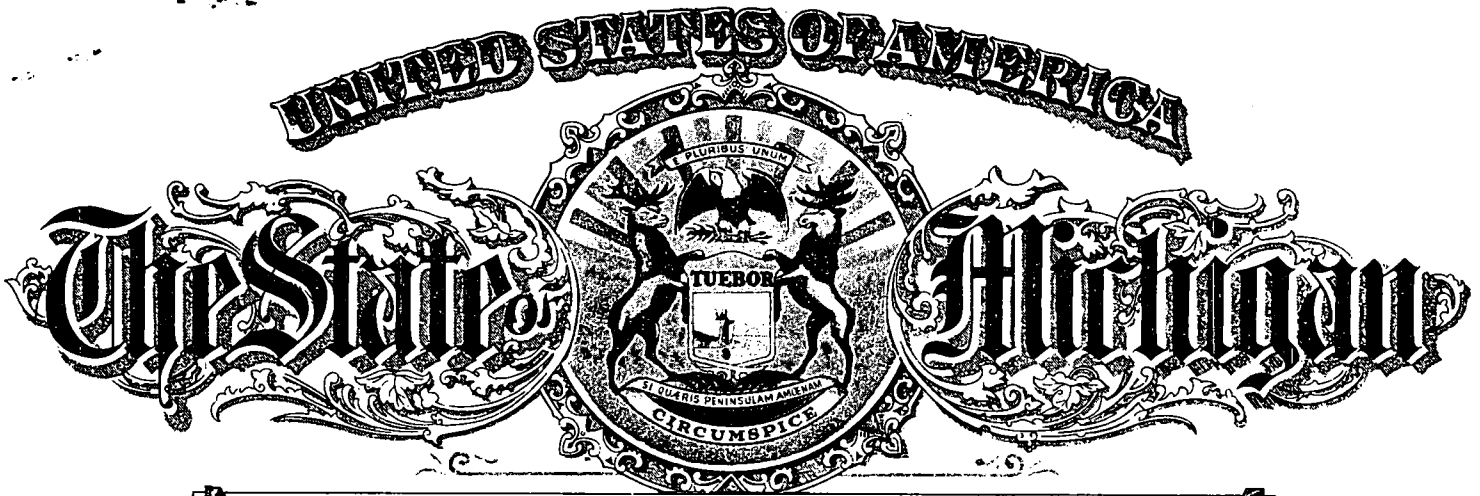
TWENTIETH CENTURY FOX HOME ENTERTAINMENT, INC.  
(Name of Corporation)

  
(Signature of Corporate Officer)

Jay Itzkowitz, Assistant Secretary  
(Typed Name and Title of Officer Signing)

INSTRUCTIONS:

There must be attached to this Amended Statement a certificate of an authorized  
public official of the state or place of incorporation, that such change of name  
was made in accordance with the laws of that state or place.



**Michigan Department of Commerce**

**Lansing, Michigan**

*This is to Certify That*

FOX VIDEO, INC., a Michigan profit corporation, filed Articles of Incorporation in this office on January 31, 1979.

I FURTHER CERTIFY that Certificates of Amendment to the Articles of Incorporation, amending Article I, were filed on February 21, 1979, changing the corporate name to MAGNETIC VIDEO CORPORATION; on January 7, 1982, changing the corporate name to TWENTIETH CENTURY-FOX VIDEO, INC.; on February 22, 1991, changing the corporate name to FOXVIDEO, INC.; and on March 9, 1995, changing the corporate name to TWENTIETH CENTURY FOX HOME ENTERTAINMENT, INC.

This certificate is in due form, and made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

*In testimony whereof, I have hereunto set my  
hand and affixed the Seal of the Department,  
in the City of Lansing, this 16th day  
of March, 19 95*



SEAL APPEARS ONLY ON ORIGINAL

*Carl L. Ison*

*Director*

**CORPORATION AND SECURITIES BUREAU**