

VIVENDI  
UNIVERSAL

F96000003361

March 12, 2002

Amendment Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

000005133490--2  
-03/19/02--01019--005  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Sir/Madam:

Please find attached a duly completed amendment application to change the name of Seagram Capital Investments, Inc. to Vivendi Universal Holding III Corp. Also enclosed is a transmittal letter and a check in the amount of \$35.00 to cover the fee.

I trust you will find the enclosed in order.

Very truly yours,

*Carole A. Greenidge*  
Carole A. Greenidge

FILED  
02 MAR 19 PM 3:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Attachments

F96000003361  
FENC  
380  
3-19-02  
CM

800 Third Avenue - New York, NY 10022 / USA  
Tel.: (212) 572-7000

[www.vivendiuniversal.com](http://www.vivendiuniversal.com)

Head Office  
42, avenue de Friedland - 75380 Paris cedex 08 /France  
Tel.: 33 (0)1 71 71 10 00 - Fax: 33 (0)1 71 71 10 01

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

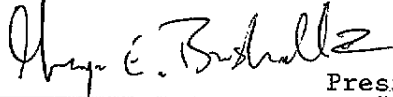
F96000003361

Document Number of Corporation (If known)

1. SEAGRAM CAPITAL INVESTMENTS, INC.  
(Name of corporation as it appears on the records of the Department of State)
2. DELAWARE 3. 07/02/1996  
(Incorporated under laws of) (Date authorized to do business in Florida)

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 02/20/2002
5. VIVENDI UNIVERSAL HOLDING III CORP.  
(Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)
6. If the amendment changes the period of duration, indicate new period of duration.  
N/A  
(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.  
N/A  
(New jurisdiction)

  
\_\_\_\_\_  
President  
(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

GEORGE E. BUSHNELL III  
(Typed or printed name)

March 7, 2002  
(Date)

President & Secretary  
(Title)

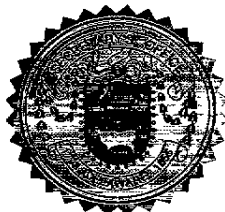
FILED  
02 MAR 9 PM 3:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "SEAGRAM CAPITAL INVESTMENTS, INC.", CHANGING ITS NAME FROM "SEAGRAM CAPITAL INVESTMENTS, INC." TO "VIVENDI UNIVERSAL HOLDING III CORP.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF FEBRUARY, A.D. 2002, AT 1:30 O'CLOCK P.M.



2525660 8100

020162965

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1660211

DATE: 03-12-02