

Company number 02729729

THE COMPANIES ACT 1985 and 1989
PRIVATE COMPANY LIMITED BY SHARES
PORTLAND ENTERPRISES LIMITED
(the "Company")

WRITTEN RESOLUTIONS OF THE SOLE MEMBER

Passed 28 June 2007

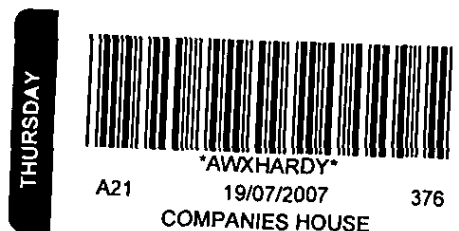
We the undersigned, being the sole member of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company held at the date hereof **HEREBY RESOLVE** pursuant to regulation 53 of Table A ("Table A") in the schedule to the Companies (Tables A to F) Regulations 1985 (as amended) (which regulation is embodied in the articles of association of the Company by article 1 of the Company's articles of association) that the following resolutions be passed and agree that the same shall have effect as if passed as special resolutions at a general meeting duly convened and held

SPECIAL RESOLUTIONS

- 1 **THAT** the articles of association annexed to this written resolution be and hereby are adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company
- 2 **THAT** the memorandum of association of the Company be amended by the adoption of the following clause 3 AA

3AA To give any form of financial assistance that may lawfully be given in connection with the acquisition of shares in the Company or any other company

Signed 
Robert Sanderson
for and on behalf of
Portland Media Group Limited



The Companies Acts 1985 to 1989

A Private Company Limited by Shares

Articles of Association

of

PORTLAND ENTERPRISES LIMITED

Company number : 02729729

Adopted by special resolution on: 28 June 2007

Incorporated on 8 July 1992

The Companies Acts 1985 to 1989

A Private Company Limited by Shares

Articles of Association

of

PORTLAND ENTERPRISES LIMITED

Company number : 02729729

Adopted by special resolution on 28 June 2007

Incorporated on 8 July 1992

The Companies Acts 1985 to 1989

A Private Limited Company by Shares

Articles of Association

of

PORTLAND ENTERPRISES LIMITED

Adopted by Special Resolution on . 25 June 2007

Incorporated on 8 July 1992

PRELIMINARY

- 1 The Company shall be a private company within the meaning of the Companies Acts 1985 to 1989 (hereinafter referred to as the "**Act**") and subject as hereinafter provided the Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No 1052) (such Table being hereinafter called "**Table A**") shall apply to the Company. Reference to any provision of the Act shall where the context so admits be construed as and include a reference to such provision as modified by any statute for the time being in force.
- 2 Regulations 8, 23, 24, 61, 64, 73, 74, 75, 80, 81, 84, 89, 94, 95, 97, 101 and 118 of Table A shall not apply to the Company, but the Articles hereinafter contained, together with the remaining regulations of Table A, but subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARES

- 3 Sections 89 to 94 inclusive of the Companies Act 1985 shall apply to the Company in their entirety. Any shares not accepted pursuant to the procedure set out therein shall be under the control of the Directors who may allot, grant options over or otherwise dispose of the same to such persons on such terms and in such manner as they think fit, provided that in the case of shares not accepted as aforesaid such shares shall not be disposed of on terms which are more favourable to the subscribers thereof than the terms on which they were offered to the Members.
- 4 Subject to Article 3 hereof, the Directors are unconditionally authorised for the purposes of Section 80 of the Companies Act 1985, to allot shares up to the amount of the share capital created on incorporation of the Company at any time or times during the period of five years from the date of incorporation.

SHARE TRANSFERS

- 5 The instrument of transfer of a fully paid share shall be signed by or on behalf of the transferor and in the case of shares which are not fully paid up, the instrument of transfer shall in addition be signed by or on behalf of the transferee.

DIRECTORS

- 6 Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than one nor more than five. It at any time and from time to time there shall be only one Director of the Company, such Director may act alone in exercising all the powers and authorities vested in the Directors. The first Director or Directors of the

Company shall be the person or persons named in the statement delivered to the Registrar of Companies in accordance with the Act

- 7 Any Director may by notice in writing signed by him and deposited at the registered office of the Company appoint an alternate Director to act on his behalf. Such alternate Director must be either a Director of the Company, or a person approved by resolution of all the Directors for the time being of the Company. Every alternate Director shall during the period of his appointment be entitled to notice of Meetings of Directors and in the absence of the Director appointing him to attend and vote thereat as a Director, but his appointment shall immediately cease and determine if and when the Director appointing him ceases to hold office as a Director. A Director who is also an alternate Director shall be entitled, in addition to his own vote, to a separate vote on behalf of the Director whom he is representing
- 8 The office of a Director shall be vacated if
- (a) by notice in writing delivered to the Company at its Registered Office, or tendered at a meeting of the Directors, he resigns the office of Director; or
 - (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally, or
 - (c) he is, or may be, suffering from mental disorder and either
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
 - (ii) an order is made by a Court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, *curator bonis* or other person to exercise powers with respect to his property or affairs, or
 - (d) he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director

MANAGING DIRECTORS AND MANAGERS

- 9 The Directors may from time to time appoint one or more of their body to the office of Managing Director or Manager for such period and on such terms as they think fit and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. His appointment, subject to the payment to him of such compensation or damages as may be payable to him by reason thereof, shall be automatically terminated if he ceases from any cause to be a Director
- 10 A Managing Director or Manager shall receive such remuneration (whether by way of salary, commission or participation in profits or partly in one way and partly in another) as the Directors may determine

PROCEEDINGS OF DIRECTORS

- 11 The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall, when one Director only is in office, be one and shall, when more than one Director is in office, be two
- 12 A director may vote as a director in regard to any contract, transaction or arrangement in which that director is interested or upon any matter arising in connection therewith provided always that such interest is first disclosed to the directors, and such vote shall be counted and such director shall be counted in the quorum present at the meeting when any such contract, transaction or arrangement is under consideration

- 13 All or any of the members of the board or any committee of the board may participate in a meeting of the board or that committee by means of a conference telephone or other communication equipment which allows all persons participating in the meeting to hear and speak to each other throughout the meeting. A director so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and/or be counted in a quorum. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting is located.
- 14 A minute of the proceedings at such a meeting by telephone or other means of communication shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minute by the chairman of the meeting and by the Secretary.

SECRETARY

- 15 The first Secretary of the Company shall be the person named in the statement delivered to the Registrar of Companies pursuant to the Act.

THE SEAL

- 16 The Company may have a Seal if it so wishes. If the Company has a Seal the Directors may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by a second Director. The obligation under Clause 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a Seal.

INDEMNITY

- 17
- (a) Subject to the provisions of the Act, but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer or Auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.
- (b) The Directors shall have power to purchase and maintain an insurance policy for any Director, officer or Auditor of the Company effecting cover against any such liability as is referred to in Section 310(1) of the Act.