FILE COPY



CERTIFICATE OF INCORPORATION ON RE-REGISTRATION OF UNLIMITED COMPANY AS LIMITED

Company No. 2797365

The Registrar of Companies for England and Wales hereby certifies that

NICKELODEON U.K. LIMITED

formerly registered as unlimited, has this day been re-registered under the Companies Act 1985 as limited.

Given at Companies House, London, the 2nd June 2006

LD1 *LRNPJFXD* 31
COMPANIES HOUSE 02/06/2006

S. Evo

For The Registrar Of Companies

