

Company Number: 2797365

THE COMPANIES ACT 1985

UNLIMITED COMPANY HAVING A SHARE CAPITAL

WRITTEN RESOLUTIONS OF THE MEMBERS

of

NICKELODEON U.K.

(the "Company")

(Passed on 2 June 2006

under section 381A of the Companies Act 1985)

We, the undersigned, being all the members of the Company entitled to attend and vote at an extraordinary general meeting of the Company **RESOLVE** as follows:

SPECIAL RESOLUTIONS

1. **THAT** this company be re-registered under the Companies Act 1985 in accordance with the provisions of Section 51 under the name of **Nickelodeon U.K. Limited** as a company limited by shares having the liability of its members limited to the amount, if any, unpaid on the shares respectively held by them, and that the share capital of the Company shall be £20,000 divided into a class of 1,000,000 A shares of £0.01 each and a class of 1,000,000 B shares of £0.01 each (a total of 2,000,000 shares).
2. **THAT** the Company's memorandum of association be altered as follows:
 - 2.1 the words "UNLIMITED COMPANY HAVING A SHARE CAPITAL" on page 1 shall be replaced with the words "A PRIVATE COMPANY LIMITED BY SHARES";
 - 2.2 in clause 1 the name of the Company shall be amended to read "Nickelodeon U.K. Limited";
 - 2.3 there shall be added to the memorandum the following new clauses:
 - 2.3.1 "4 The liability of the members is limited"; and
 - 2.3.2 "5 The share capital of the company is £20,000 divided into a class of 1,000,000 A shares of £0.01 each and a class of 1,000,000 B shares of £0.01 each (a total of 2,000,000 shares)".



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and that the memorandum of association of the Company, as amended and in the form annexed hereto, be adopted as the new memorandum of association for and to the exclusion of the existing memorandum of association in its entirety.

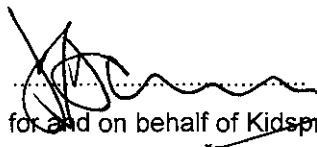
3. **THAT** the Company's articles of association be altered as follows:
- 3.1 the words "UNLIMITED COMPANY HAVING A SHARE CAPITAL" on page 1 shall be replaced with the words "A PRIVATE COMPANY LIMITED BY SHARES";
- 3.2 the name of the Company shall be amended to read "Nickelodeon UK Limited";
- 3.3 the references to Regulation 34 and 35 be deleted from Article 1.2;
- 3.4 by the insertion of the words "subject to the provisions of the Act," at the beginning of Article 10(c);
- 3.5 the text of Article 10(d) be deleted and replaced with the words "cancel shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of shares so cancelled."; and
- 3.6 Article 10(e) be deleted.



for and on behalf of Nickelodeon Huggings U.K. Limited



for and on behalf of Nickelodeon UK Holdings UK LLC



for and on behalf of Kidspro Limited