

**WRITTEN RESOLUTIONS**

**OF**

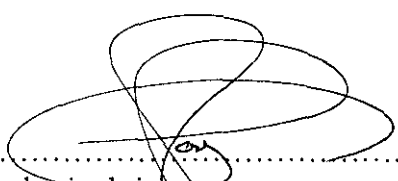
**LIBERTY RADIO LIMITED**

**REGISTERED NUMBER 2127064 2803478 .**  
**PURSUANT TO SECTION 381A**  
**OF THE COMPANIES ACT 1985**  
**PASSED ON 14<sup>TH</sup> AUGUST 2006**

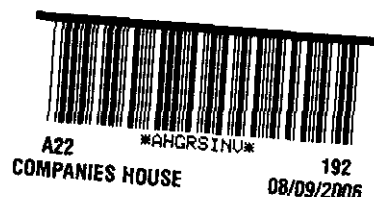
I, the undersigned being the authorised representative of the sole member of the above named Company, being the only member who at the date hereof is entitled to vote at general meetings of the Company hereby pass the following written resolutions as Special Resolution, such Resolutions shall for all purposes be as valid and effective as if the same had been passed at a general meeting for the Company.

**SPECIAL RESOLUTIONS**

1. THAT the Company adopts a new Memorandum of Association in the form annexed hereto.
2. THAT the Company adopt new Articles of Association in the form annexed hereto.

  
.....  
Authorised signatory  
for and on behalf of  
The Universal Church of the Kingdom of God

Dated this 14 day of August 2006



**THE COMPANIES ACT 1985 TO 1985**

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**PRIVATE COMPANY LIMITED BY SHARES**

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**MEMORANDUM OF ASSOCIATION**

of

**LIBERTY RADIO LIMITED**

**(Adopted by Special Resolution dated 14<sup>th</sup> August 2006)**

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1. The Company's name is Liberty Radio Limited.<sup>1</sup>
  2. The Company's registered office is to be situated in England and Wales.
  3. The Company's objects are:-
    - 3.1. 3.1.1 to establish, maintain and operate a radio and/or television transmitting and/or receiving station or stations or equipment to transmit by radio, satellite, wire or other conductor or by any combination of these or other related systems for the purpose of transmitting music, information, advertisements, educational matters or for any other purpose whatsoever to be received by the general public or any part thereof or by any other persons specially authorised;
    - 3.1.2 to apply for an obtain such licences, permissions or authorisations which may be necessary to enable the Company to carry any of its objects into effect and do all such things necessary to obtain such licences, permissions and authorisations;
    - 3.1.3 to enter into such contracts as may be necessary for the provision and transmission of the aforesaid programmes whether by way of purchase, hire, manufacture or by any other method and to originate, produce, sell

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<sup>1</sup> Name changed from Wiseunique Enterprises Limited to Radio Viva Limited on 25 June 1993, from Radio Viva Limited to 963 Liberty Radio Limited to Liberty Radio Limited on 16 March 1996

or let on hire any programme or other matter for the use of others and to act as advertising and publicity agents; and

- 3.1.4 to establish and maintain all necessary offices, studios, workshops and any other premises, required for the purposes of the Company and all necessary masts, aërials, poles, cables, wires, lines and other works and equipment.
- 3.2 To purchase or by any other means acquire and take options over any property whatsoever, and any rights or privileges of any kind over or in respect of any property.
- 3.3 to apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
- 3.4 to acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, Firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, Firm or company, or for subsidising or otherwise assisting any such person, Firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
- 3.5 To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- 3.6 To invest and deal with the monies of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.
- 3.7 To lend and advance money for give credit on any terms and with or without securities to any persons, Firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, Firm or company (including without prejudice to the

generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).

- 3.8 To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- 3.9 To draw, make accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- 3.10 To apply for, promote and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- 3.11 To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.
- 3.12 To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities, issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.
- 3.13 To control, manage, finance, subsidise, coordinate or otherwise assist any company or companies in which the company has a direct financial interest, to provide secretarial, administrative, technical commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or general with respect to any such company or companies.
- 3.14 To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite,

subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

- 3.15 To sell or otherwise dispose of the whole or any part of the business or property of the Company either together or in portions, for such consideration as the company may think fit, and in particular for such shares, debentures, or securities of any company purchasing the same.
- 3.16 To act as agents or brokers and as trustees for any person, Firm or company, and to undertake and perform sub-contracts.
- 3.17 To remunerate any person, Firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- 3.18 To distribute among the Members of the Company in kind any property of the Company of whatever nature.
- 3.19 To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, Firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares or other securities of the Company.
- 3.20 To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to their wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance including insurance for any Director, officer or auditor against any liability as is referred to in Section 310(1) of the Act; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) and for the benefit of any of such persons and of their wives, widows, children and other relatives and dependents; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.
- 3.21 Subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial

assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in section 151(1) and/or Section 151(2) of the Act.

- 3.22 To procure the Company to be registered or recognised in any part of the world.
- 3.23 To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, subcontractors or otherwise and either alone or in conjunction with others.
- 3.24 To do all such other things as may be deemed incidental or conducive to the attainment of the Company's object or of any of the powers given to it by the Act or by this Clause.
- 3.25 To distribute only to the Universal Church of the Kingdom of God in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law;

**AND so that:**

- (1) None of the provisions set forth in any sub-clause of this clause shall be restrictively construed but the widest interpretation shall be given to each such provision, and none of such provisions shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other provisions set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company.
- (2) The word "Company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.
- (3) In this Clause the expression the Act means the Companies Act 1985 but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
  - (3A) The profits of the Company be available for distribution as dividend shall be paid to the Universal Church of the Kingdom of God, a registered charity in accordance with the Charities Act 1960 number 1043985 to be applied towards the promotion and carrying out of the objects of that Charity and no income or property shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to any member of that Company.
- (4) The liability of the Members is limited.
- (5) The Company's share capital is £1,000 divided into 1,000 shares of £1 each.

- (6) If the Company is wound up or dissolved and after its debts and liabilities have been satisfied, there remains any property then it shall be paid or distributed only to the registered Charity, the Universal Church of the Kingdom of God under the terms of any covenant in its favour or upon such terms as the directors may decide.

Company No: 2803478

**THE COMPANIES ACTS 1985 AND 1989**

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**PRIVATE COMPANY  
LIMITED BY SHARES**

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**NEW ARTICLES OF ASSOCIATION**

of

**LIBERTY RADIO LIMITED**

**Adopted by Written Resolution of all the Shareholders  
Passed 14<sup>th</sup> August 2006**

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**PRELIMINARY**

1. The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save insofar as they are excluded or varied hereby, that is to say, Clauses 3, 24, 64 and 99 of Table A shall not apply to the Company, and in addition to the remaining Clauses of Table A, as varied by these Articles, the following shall be the regulations of the Company.
2. The Company is a private company and shall not offer to the public (whether for cash or otherwise) any shares in or debentures of the Company, or allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the company with a view to all or any of those shares or debentures being offered for sale to the public.

**SHARES**

3. The Shares of the Company shall be under the control of the Directors who may allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by Section 80(2) of the Companies Act 1985) to such persons on such terms and in such manner as they think fit.
4. All relevant securities of the Company from time to time unissued shall come under the general authority conferred by Article 3 hereof for a period of not more than five years from the date of incorporation of the Company unless



varied or revoked or renewed by the Company in General Meeting (but not for more than five years at a time) and the Directors under the general authority shall be entitled to make at any time before the expiry of such authority any offer or agreement which will or may require securities to be allotted after the expiry of such authority.

5. Section 89(1) of the Companies Act 1985 shall be excluded from applying in relation to any allotment of Shares in the Company.
6. The Company shall have the power to issue Shares which are to redeemed or are liable to be redeemed at the option of the Company or the Shareholder subject to the provision within Part V of the Companies Act 1985 and on such terms as may be provided by the resolution of the Company creating such redeemable Shares.
7. The Company may purchase its own Shares (including any redeemable Shares) subject to the provision of Part V of the Companies Act 1985.
8. The Company may make a payment in respect of redemption or purchase of any of its Shares otherwise than out of its distributable profits or the proceeds of a fresh issue of Shares subject to Sections 159 or 162 (as the case may be) of the Companies Act 1985.

#### **LIEN**

9. The Company shall have a first and paramount lien on every Share (whether or not it is a fully paid Share) for all monies (whether presently payable or not) called or payable at a fixed time or called in respect of that Share and all Shares registered in the name of any person indebted or under liability to the Company whether he shall be the sole registered holder thereof or shall be one of two or more joint holders or his estate in Clause 8 of Table A shall be modified accordingly.

#### **GENEAL MEETINGS**

10. Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Companies Act 1985, as to giving information to Members in regard to their right to appoint proxies, and notices of any other communications relating to any General Meeting which any member is entitled to receive shall be sent to the Directors and to the Auditors for the time being of the Company.
11. If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting will stand adjourned to the same day in the next week at the same time and place or such time and place as the Directors may determine and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefore such adjourned General Meeting shall be dissolved and clause 41 in Table A shall not apply to the Company.

## TRANSFER OF SHARES

12. The Directors may in their absolute discretion and without assigning any reason therefore decline to register the transfer of a Share whether or not it is a fully paid share.

## DIRECTORS

13. The shareholding qualification for Directors may be fixed by the Company in General Meeting and unless and until so fixed to qualification shall be required but they shall be entitled to receive notice of and to attend and speak at any General Meeting of the Company.
14. There shall be at least one Director and unless otherwise determined by the Company in General Meeting there shall not be any other limitations as to the number of Directors and if at any time there shall be only one Director of the Company, he or she, may act as sole Director exercising all the powers, authorities and discretions vested in the Directors.
15. A member or members holding more than one half of the issued ordinary shares of the Company may at any time appoint any person to be a director, either as an additional director or to fill a vacancy, and to remove from office any director however appointed. The appointed or removal shall be effected by notice in writing to the Company signed by the member or members giving it or, in the case of a corporate member, signed by a director and shall take effect when the notice is delivered to the registered office of the Company.
16. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit and to mortgage or charge its undertaking, property, and uncalled capital, or any part thereof, and to issue Debentures, Debenture Stock, and other Securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.
17. Any Director may act by himself or his Firm in a professional capacity for the Company, and he or his Firm shall be entitled to remuneration for professional services as if he were not a Director, provided that nothing herein contained shall authorise a Director to act as auditor to the Company.
18. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote, his vote shall count and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration and Clause 94 of Table A shall be modified accordingly.
19. Any Director may validly participate in a meeting of the Directors or a committee of directors through the medium of conference telephone or similar form of communication equipment provided that all persons participating in the meeting are able to hear and speak to each other throughout the meeting. A person so participating shall be deemed to be present in person at the meeting and shall

accordingly be counted in a quorum and be entitled to vote. Subject to the provisions of the Companies Act 1985, all business transacted in such manner by the Directors or a Committee of Directors shall for the purposes of the Companies Act 1985 be deemed to be validly and effectively transacted at a meeting of the Directors or of a committee of Directors notwithstanding that fewer than two Directors are physically present at the same time. 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 then is.

20. Any dividends resolved to be recommended, declared or paid, any sum resolved to be capitalised and the assets of the Company be divided on a winding up shall be paid or distributed in The Universal Church of the Kingdom of God a registered Charity in accordance with the Charities Act 1960 number 1043985 and Regulation 104 of Table A is not adopted.