

Company No. 3162997

**THE COMPANIES ACT 1985**

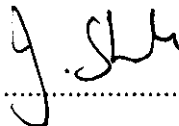
**PRIVATE COMPANY LIMITED BY SHARES**

**BIG COMMUNICATIONS LIMITED**

**WRITTEN RESOLUTION**

We, the undersigned, being the sole member of the Company who at the date of this resolution is entitled to attend and vote at a general meeting of the Company, HEREBY PASS the following resolution as a written resolution of the Company pursuant Article 15.14 of the Company's Articles of Association and agree that the said resolution shall be valid and effective as if the said resolution had been passed at a general meeting of the Company duly convened and held:

**THAT** the Memorandum of Association of the Company in the form of the printed document annexed hereto be adopted as the Memorandum of Association of the Company in order to rectify the filing in error of an incorrect Memorandum of Association made on 4 April 2002.



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The Mission Marketing Holdings Limited

Date: 13 March 2006



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THE COMPANIES ACTS 1985 & 1989

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION <sup>1</sup>

- OF -

BIG COMMUNICATIONS LIMITED

(Adopted by Written Resolution dated 13 March 2006)

- 1 The name of the Company is BIG COMMUNICATIONS LIMITED.
- 2 The registered office of the Company will be situate in England and Wales.
- 3 The objects for which the Company is established are:-
  - 3.1 To carry on all or any of the business of advertising agents, consultants and contractors, commercial artists, lay-out specialists, designers, illustrators and draughtsmen, inventors, designers and printers of publicity and advertising media of every description, to initiate and purchase art work, photographs and print blocks and to make all arrangements for type-setting and the insertion of advertisements, to acquire or dispose of advertising time or opportunities in any media; to undertake advertising, promotional campaigns and direct marketing activities of every nature, to plan and promote merchandising projects and techniques and generally to undertake the marketing and promotion of products and services of the Company's clients and to adopt such means of making such products and services as may seem expedient; to act as proprietors and organisers of editorial and other public relations services, printers, tracers and engravers, studio proprietors, portrait, technical, commercial and general photographers, publishers, producers and editors of display materials, trade

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<sup>1</sup> The Company was incorporated on 22 February 1996. It adopted new Articles and Memorandum of Association on 9 September 1996. A Special Resolution of the Company altering the Memorandum of Association was filed by the Company on 4 April 2002, which purported to insert a new clause into the Memorandum adopted on 9 September 1996. However, in error the updated Memorandum filed with the Resolution was, aside from a new clause 3.22, the incorporation Memorandum, and did not therefore reflect the Memorandum as amended on 9 September 1996. This document is being filed to correct this error.

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publications and commercial and other undertakings, exhibition contractors, sales promotion specialists and demonstrators, market research specialists, marketing consultants and advisers, manufacturers' agents and representatives; to acquire and provide promotional requisites of every kind and description, importers and exporters, distributors and factors of and dealers in goods, wares and merchandise of every description, business system organisers, business transfer agents, general printers and publishers, designers and merchants of and dealers in advertising and commercial screens, models, figures, signs, signals, tablets and novelties of every description and in cabinets, boxes, stands, decorative, ornamental goods, articles and materials required in connection therewith, dealers in cameras, films, photographic materials, requisites of all kinds, electrical goods of every description, joiners, carpenters, painters and decorators, furniture removers and storers, warehousemen, carriers and general storage contractors, insurance brokers and agents, hire purchase financiers, general merchants and traders; to undertake and arrange the employment, training, instruction and engagement of demonstrators, salesmen, personalities, staff, and personnel of all kinds.

- 3.2 To carry on any other business which, in the opinion of the directors, may be capable of being conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company and is calculated to enhance the value of the Company's property.
- 3.3 To purchase or by any other means acquire freehold, leasehold or any other property for any estate or interest whatever, movable or immovable, or any interest in such property, and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
- 3.4 To apply for, register or by other means acquire and protect, prolong and renew any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, concessions and inventions and to use and turn to account the same or to develop, sell or assign the same or grant licences or privileges in respect thereof or otherwise turn the same to the advantage of the Company.
- 3.5 To build, reconstruct or generally maintain buildings and works of all kinds, whether or not these are situate on the property of the Company.
- 3.6 To invest and deal with the monies of the Company in such shares or upon such securities and in such manner as from time to time may be determined.
- 3.7 To amalgamate with or to make any agreement or arrangement with or enter into partnership or joint purse agreement with any other company, firm or person carrying

on business similar or complementary to the business of the Company or any part thereof.

- 3.8 To subscribe for, take, purchase or otherwise acquire either for cash, shares or debentures in this Company and or any other consideration any other company or business which, in the opinion of the Company, may be carried on so as directly or indirectly to benefit the Company.
- 3.9 To sell or otherwise dispose of the whole or any part of the Company's business undertaking or assets for such consideration, shares or debentures as the Company may think fit.
- 3.10 To lend money to customers, associates and others both corporate and incorporate and to guarantee the observance and performance of obligations and contracts by customers and others.
- 3.11 To borrow or raise money in such manner as the Company thinks fit and secure the repayment thereof by the creation and issue of debentures, debenture stock, mortgages or in any other way and to enter into guarantees, contracts of indemnity and suretyships of all kinds.
- 3.12 To guarantee, grant indemnities in respect of, support or secure, whether by personal covenant or by way of mortgage, charge, standard security lien or other security upon all or any part of the undertaking, property and assets (present and future) and including but without limit the uncalled capital of the Company or by both such methods, the performance of contracts or obligations or the repayment or payment of any principal or premium or any interest and dividends on any securities or obligations of any company whether having objects or engaged or intending to engage in business similar to those of the Company or not, notwithstanding the fact that the Company may not receive any consideration or advantage, direct or indirect, from entering into any such guarantee or other arrangement or transaction contemplated herein.
- 3.13 To pay or remunerate any person, firm or company for rendering services to the Company in the promotion of the Company or the placing and issue of shares, debentures, debenture stock or other securities of the Company.
- 3.14 To support and subscribe to any funds and to subscribe to or assist in the promotion of any charitable, benevolent or public purpose or object for the benefit of the Company or its employees, directors or other officers past or present and to grant pensions to such persons or their dependants.

- 3.15 To draw, make, accept, endorse, discount and execute bills, warrants, notes or other negotiable or transferable instruments.
- 3.16 To assist in the promotion of or promote any company or undertaking which may appear likely to assist or benefit the Company and to place or guarantee the placing of, subscribe or underwrite or otherwise acquire any part of the stock, debentures, debenture stock or other obligations of such company.
- 3.17 Subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the Companies Act 1985 (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).
- 3.18 To promote by way of advertising the Company's products and services in any manner and to reward customers or potential customers and to promote or take part in any scheme likely to benefit the Company.
- 3.19 To distribute in specie any of the shares, debentures or securities of the Company between the members of the Company in accordance with their rights.
- 3.20 To act as agents or brokers and as trustees for any person, firm or company and to undertake and perform sub-contracts.
- 3.21 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, sub-contractors or otherwise and either alone or in conjunction with others.
- 3.22 To provide or establish, manage, act as trustee of and fund any trust, scheme, society, company or fund to provide benefits for or to the directors, employees and former directors and employees of the company or any company which is the company's holding company or a subsidiary of the company's holding company or a subsidiary of the company or any company, firm or business in which the company may be in any way interested and their spouses and dependants including in particular any pension funds or schemes, employees' share schemes, profit sharing schemes, employees' trusts, sports, educational or leisure facilities and training or retraining schemes.<sup>2</sup>
- 3.23 To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

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<sup>2</sup> Clause 3.22 inserted by a Special Resolution of the Company dated 14 March 2002.

All the foregoing objects shall be read and construed as separate and distinct objects and the generality of any of such objects shall not be abridged or cut down by reference to any other object of the Company.

- 4 The liability of the members is limited.
- 5 The authorised share capital of the Company is £50,000 divided into 50,000 shares of £1.00 each.

The subscriber of this Memorandum of Association, wishes to be formed into a Company pursuant to this Memorandum of Association, and agrees to take the number of shares in the capital of the Company set opposite its name.

Name and Address of Subscriber	Number of shares taken by Subscriber and signature
H P NOMINEES LIMITED Oxford House Cliftonville Northampton NN1 5PN	1     G M COULDRAKE FOR AND ON BEHALF OF H P NOMINEES LIMITED

DATED this 13<sup>th</sup> day of February 1996

WITNESS to the above signature:-

Signature: T Bullard  
Name: Tammie Bullard  
Address: Oxford House  
Cliftonville  
Northampton  
Occupation: Secretary