

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3324932

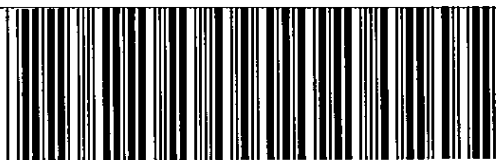
The Registrar of Companies for England and Wales hereby certifies that

NGC NETWORK (UK) LIMITED

having by special resolution changed its name, is now incorporated
under the name of

CHANNEL NETWORK (UK) LIMITED

Given at Companies House, Cardiff, the 18th January 2008



C03324932H



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

Company No 03324932

011226/50
350/2
SHINE
THE COMPANIES ACT 2006

18 JAN 2008

PRIVATE COMPANY LIMITED BY SHARES

I, GARY LY, a Solicitor of the Supreme Court of England and Wales, certify this to be a true COPY of the original (which I have seen) and that any photographic evidence of identity provided in this document is a good likeness.
Signed.....
Date.....
Hogan & Hartson

WRITTEN RESOLUTION

of

NGC NETWORK (UK) LIMITED (THE "COMPANY")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions (the "Resolutions")

SPECIAL RESOLUTION

- (i) THAT the name of the Company be changed to Channel Network (UK) Limited

SPECIAL RESOLUTION

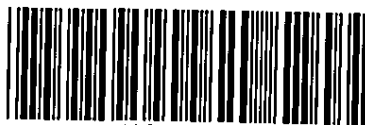
- (ii) THAT the Articles of Association of the Company set out in Schedule 1 be adopted as the Articles of Association of the Company in substitution for and in place of the existing Articles of Association

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions

We, the undersigned, being the persons entitled to vote on the Resolutions on 11 December 2007, hereby irrevocably agree to the passing of the Resolutions

FRIDAY



ASE5KWGH

A27

18/01/2008

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COMPANIES HOUSE

Director of the Suburban
of England and Wales, certify
this to be a true COPY of the
original (which I have seen)
and that the photographic
evidence of identity provided
in this document is a good
likeness.
Signed.....
Date.....
Hogan & Hartson