

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3617464

The Registrar of Companies for England and Wales hereby certifies that
SHED PRODUCTIONS PLC

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

Given at Companies House, Cardiff, the 17th September 2007



C03617464G



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

SHED PRODUCTIONS PLC
("the Company")

102773 110

(Company No 3617464)

At an Extraordinary General Meeting of the Company duly convened and held at 22 Clerkenwell Green London EC1R on 12 September 2007, the following resolutions were duly passed as a special resolution for resolutions 1, 2 and 4 and as an ordinary resolution for resolution 3

1. THAT:

the name of the Company be changed from Shed Productions plc to Shed Media plc

2 THAT:

the Company be and hereby is authorised pursuant to section 166 of the Companies Act 1985 ("Act") to make market purchases (as defined in section 163 of the Act) of its own shares on such terms and in such manner as the directors of the Company may from time to time determine in accordance with the articles of association of the Company and Chapter VII of Part V of the Act provided that this power shall

- (a) expire at the conclusion of the annual general meeting of the Company to be held in 2008 or 31 July 2008 if earlier,
- (b) be limited to the purchase of up to 8,987, 541 ordinary shares,
- (c) not permit the payment of a price per ordinary share (exclusive of any expenses payable by the Company) which is not less than 0.1 pence per share nor more than 105 per cent of the average of the middle market quotations for the shares on the Daily Official List (AIM) of London Stock Exchange plc for the five business days immediately preceding the date on which the purchase of ordinary shares is made,
- (d) before its expiry, entitle the Company to enter into any contract for the purchase of its own securities which might be executed and completed wholly or partly after its expiry and to make purchases of its own shares in pursuance of any such contract

Following any purchase of ordinary shares by the Company pursuant to the foregoing powers, the Company may hold such shares in treasury or dispose of or otherwise deal with them in accordance with the provisions of the Act



3 **THAT:**

the directors be and they are generally and unconditionally authorised for the purposes of section 80 of the Act to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80(2) of the Act) up to an aggregate nominal amount of £19,972 provided that this authority shall (unless earlier revoked, varied or extended by the Company in general meeting) expire at the conclusion of the annual general meeting of the Company to be held in 2008 or, if earlier, 31 July 2008 save that the Company may before the expiry of this period make an offer or agreement which would or might require securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of that offer or agreement as if the authority conferred hereby had not expired. The authority granted by this resolution shall be in addition to and not in substitution for all existing authorities to allot relevant securities (as defined above) granted to the directors

4 **THAT.**

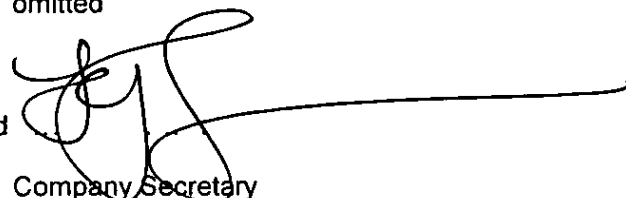
subject to the passing of resolution 3, pursuant to section 95 of the Act and in addition to all existing powers under that section, the directors be and are generally empowered to allot equity securities (within the meaning of sections 94(2) to 94(3A) of the Act) for cash pursuant to the authority conferred by resolution 3 as if section 89(1) of the Act did not apply to any such allotment, provided that this power shall be limited to

- (a) the allotment of equity securities in connection with an offer (whether by way of a rights issue, open offer or otherwise) to holders of ordinary shares in the capital of the Company in proportion (as nearly as practicable) to the respective numbers of ordinary shares held by them, subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange,
- (b) the allotment of equity securities for cash (otherwise than pursuant to paragraph (a) above) up to an aggregate nominal amount of £2,995

and (unless previously revoked, varied or renewed) shall expire at the conclusion of the next annual general meeting or, if earlier, 31 July 2008, save that the Company may make an offer or agreement before the expiry of this power which would or might require equity securities to be allotted for cash after such expiry and the directors may allot equity securities for cash pursuant to any such offer or agreement as if the power conferred by this resolution had not expired

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 94(3A) of the Act as if in the first paragraph of this resolution the words "pursuant to the authority conferred by resolution 3" were omitted

Signed



Company Secretary