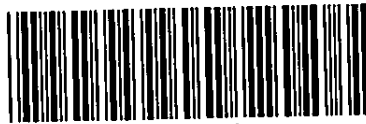


Company Number: 04126826

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COMPANIES HOUSE

THE COMPANIES ACTS 1985 AND 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF THE SOLE MEMBER

of

RDF MEDIA GROUP LIMITED

(the "Company")

Passed on 3 February 2009

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following resolutions (the "Resolutions"), which were proposed as an ordinary resolution and special resolution respectively, were duly passed in writing as such resolutions on the above date.

RESOLUTIONS

ORDINARY RESOLUTION

1. THAT the Company's entry into, and execution and delivery of, the Documents and the terms of and the transactions contemplated by the Documents will promote the success of the Company for the benefit of its sole member and are **HEREBY APPROVED** in all respects with all such amendments or modifications of the Documents as any director may, in his absolute discretion, deem fit.

For the purposes of this Resolution, the "Documents" are as defined in the minutes of a meeting of the directors of the Company held on the Circulation Date a draft of which had been circulated to the sole member of the Company together with a copy of this resolution.

SPECIAL RESOLUTION

2. THAT the Company's articles of association be amended as follows:
 - 2.1 The following paragraph be inserted immediately following article 17, as a new article numbered 17A:

"REGISTRATION OF SHARES

Notwithstanding anything contained in these Articles:

- (a) the directors (or director if there is only one) of the Company may not decline to register any transfer of shares in the Company nor suspend registration of any such shares; and
- (b) a holder of shares in the Company is not required to comply with any provision of the Articles which restricts the transfer of shares or which requires any such shares to be first

offered to all or any current shareholders of the Company before any transfer may take place,

where in any such case the transfer is or is to be:

- (a) executed by a bank or institution to which such shares have been mortgaged or charged by way of security (or by any nominee of such bank or institution) pursuant to a power of sale under such security;
- (b) executed by a receiver or manager appointed by or on behalf of any such bank or institution under any such security; or
- (c) to any such bank or institution (or to its nominee) pursuant to any such security.

A certificate by any officer of such bank or institution that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts"; and

2.2 Article 101 (Maximum limit on borrowings) be deleted in its entirety.

SIGNED by

) 
)
) Director
RDF Media Group Limited