

FILE COPY



CERTIFICATE OF INCORPORATION

ON CHANGE OF NAME

AND RE-REGISTRATION OF A PRIVATE COMPANY

AS A PUBLIC COMPANY

Company No. 4126826

The Registrar of Companies for England and Wales hereby certifies that

RDF MEDIA (HOLDINGS) LIMITED

formerly registered as a private company having changed its name and having this day been re-registered under the Companies Act 1985 as a public limited company is now incorporated under the name of

RDF MEDIA GROUP PLC

and that the company is limited.

Given at Companies House, London, the 26th April 2005

A handwritten signature in black ink, appearing to read 'Harry Smith'.

HARRY SMITH

For The Registrar Of Companies



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COMPANIES HOUSE

0059
26/04/05



C O M P A N I E S H O U S E