

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 4189911

The Registrar of Companies for England and Wales hereby certifies that

BROOMCO (2520) LIMITED

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

CUMULUS BUSINESS MEDIA LIMITED

Given at Companies House, London, the 20th April 2001



\*C04189911J\*

A handwritten signature in black ink, likely of the Registrar of Companies.

For The Registrar Of Companies



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

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RBS 007022



**WRITTEN RESOLUTION  
OF THE MEMBERS  
OF**

**BROOMCO (2520) LIMITED**  
Company no. 4189911

Pursuant to section 381A Companies Act 1985 we, the undersigned, being all the members of the Company entitled at the date hereof to attend and vote at general meetings of the Company **HEREBY AGREE AND CONFIRM** that the following resolution shall have effect for all purposes as if it had been passed as a special resolution in general meeting. Accordingly, we **HEREBY RESOLVE THAT:**

The name of the Company be changed from "Broomco (2520) Limited" to "Cumulus Business Media Limited".

.....  
For and on behalf of:

**DLA NOMINEES LIMITED**

date: 19 April 2001

.....  
For and on behalf of:

**DLA SECRETARIAL SERVICES LIMITED**

date: 19 April 2001

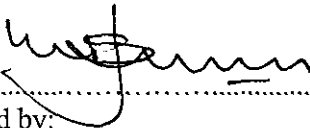


Company no. 4189911

**RESOLUTION OF THE MEMBERS  
OF  
BROOMCO (2520) LIMITED**

Pursuant to section 381A Companies Act 1985, all the members of the Company entitled at the date hereof to attend and vote at general meetings of the Company resolved that the following resolution be passed and for all purposes have effect as if it had been passed as a special resolution in general meeting:

The name of the Company be changed from "Broomco (2520) Limited" to "Cumulus Business Media Limited".

A handwritten signature in black ink, appearing to be 'J. J. J.', written over a horizontal dotted line.

Signed by:  
(a director of DLA Nominees Limited)

Dated: 19 April 2001