

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4327363

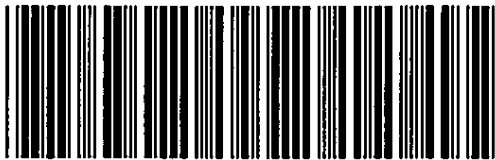
The Registrar of Companies for England and Wales hereby certifies that

EMAP RADIO (HOLDINGS) LIMITED

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

BAUER RADIO (HOLDINGS) LIMITED

Given at Companies House, London, the 20th February 2008



C04327363J



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

212299/700
Company Number 04327363



COMPANIES ACT 2006

A PRIVATE COMPANY LIMITED BY SHARES

RECORD OF THE DECISION OF THE SOLE MEMBER OF

EMAP RADIO (HOLDINGS) LIMITED

(THE "COMPANY")

PROVIDED PURSUANT TO SECTION 357(2) OF THE COMPANIES ACT 2006

(decision taken on 12. 2, 2008)

Pursuant to section 357(2) of the Companies Act 2006, the sole member of the Company has provided the Company with a record of the following decision taken on 12. 2, 2008, being a decision which may be taken by the Company in general meeting and which has effect as if agreed by the Company in general meeting as a special resolution of the Company

SPECIAL RESOLUTION

- 1 That the name of the Company is changed to Bauer Radio (Holdings) Limited

Signed

For and on behalf of

Bauer UK Radio GmbH

