

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 5048772

The Registrar of Companies for England and Wales hereby certifies that
INTERACTIVE MEDIA DEVELOPMENTS LIMITED

is this day incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Companies House, Cardiff, the 19th February 2004



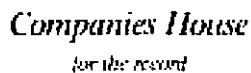
N05048772K



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —



**Please complete in typescript,
or in bold black capitals.**

CHWP000

12

Declaration on application for registration

Company Name in full

INTERACTIVE MEDIA DEVELOPMENTS

LIMITED

1. IAN ALEXANDER MERRICKS

of CHESHAM HOUSE, 150 REGENT ST. LONDON
W1A 5ST

† Please delete as appropriate.

do solemnly and sincerely declare that I am a [†] ~~[Solicitor engaged in the formation of the company]~~ [person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985] and that all the requirements of the Companies Act 1985 *in respect of the registration of the above company and of matters precedent and incidental to it* have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Declared at

188 - pgs 14 - 20

Day Month Year

On

1	3	92	20	04
---	---	----	----	----

① Please print name.

before me ¹

Ray

Signed

Rh

Date _____

17 52 04

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Tel _____
 DX number _____ DX exchange _____

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland DX

DX 235 Edinburgh
or LP - 4 Edinburgh 2



A37
COMPANIES HOUSE
Form revised June 1990



Companies House

— for the record —

Please complete in typescript,
or in bold black capitals.

CHFP000

Notes on completion appear on final page

First directors and secretary and intended situation of
registered office

Company Name in full

INTERACTIVE MEDIA
DEVELOPMENTS LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

CHESHAM HOUSE,

150 REGENT STREET

Post town

LONDON

County / Region

Postcode

W1B 5SJ

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address.

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

You do not have to give any contact
information in the box opposite but if
you do, it will help Companies House
to contact you if there is a query on
the form. The contact information
that you give will be visible to

IAN MERRICKS

375 CAMDEN ROAD, LONDON, N7 0SH

Tel 0207 607 1375/07970 306699

DX number

DX exchange

When you have completed and signed the form please send it to the
Registrar of Companies at:

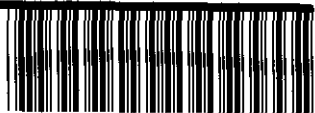
Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh



A2HSSPA

A37
COMPANIES HOUSE
A19
COMPANIES HOUSE

0604
18/02/04
0563
23/01/04

Company Secretary (see notes 1-5)

* Voluntary details

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Company name

INTERACTIVE MEDIA DEVELOPMENTS LIMITED

NAME

*Style / Title

MISTER

*Honours etc

Forename(s)

IAN ALEXANDER

Surname

MERRICKS

Previous forename(s)

Previous surname(s)

Address ††

375 CAMDEN ROAD

Post town

LONDON

County / Region

Postcode

N7 0SH

Country

GREAT BRITAIN

I consent to act as secretary of the company named on page 1

Consent

Date

14/01/04

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME

*Style / Title

MISTER

*Honours etc

Forename(s)

IAN ALEXANDER

Surname

MERRICKS

Previous forename(s)

Previous surname(s)

Address ††

375 CAMDEN ROAD

Post town

LONDON

County / Region

Postcode

N7 0SH

Country

GREAT BRITAIN

Day Month Year

Date of birth

14 10 1978

Nationality

ENGLISH

Business occupation

ENTREPRENEUR

Other directorships

MRCM LTD, ITCHY MEDIA LTD

I consent to act as director of the company named on page 1

Consent signature

Date

14/01/04

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

MISTER

*Honours etc

BA

Forename(s)

MARTIN STEPHEN

Surname

DALLAGHAN

Previous forename(s)

Previous surname(s)

Address †

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

☐

8 SANDY PITS LANE

ETWALL

Post town

DERBY

County / Region

DERBYSHIRE

Postcode

DE65 6JA

Country

GREAT BRITAIN

Day Month Year

Date of birth

06 04 1973

Nationality

BRITISH

Business occupation

MEDIA MANAGEMENT

Other directorships

MRLM LTD

ITCHY MEDIA LTD

I consent to act as director of the company named on page 1

Consent signature

Date

14-01-2004

This section must be signed by

Either

an agent on behalf of all subscribers

Signed

Date

Or the subscribers

Signed

Date

21/01/04

(i.e those who signed as members on the memorandum of association).

Signed

Date

21-01-04

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.

The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is** or at **all times during the past 5 years**, when the person was a director, **was**:

- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

The Companies Acts 1985 and 1989

COMPANY LIMITED BY SHARES

072174

Memorandum of Association

OF



INTERACTIVE MEDIA DEVELOPMENTS

LIMITED

-
1. The Company's name is "Interactive Media Developments Limited."
 2. The Company's registered office is to be situated in England and Wales.
 3. The object of the Company is to carry on general business as a general commercial company.
 4. The liability of the members is limited.
 5. The Company's share capital is £100.00, divided into 100 shares of £1.00 each.

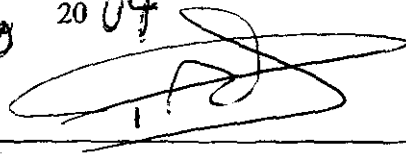
1/02

WE, the Subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum, and we agree to take the number of shares shown opposite our respective names.

Names and Addresses of Subscribers	Number of Shares taken by each Subscriber	Signature of each Subscriber
Ian Alexander Merricks 375 Camden Road London, N7 0SH	67	
Martin Stephen Dallaghan 8 Sandypits Lane Etwell Derby, DE65 6JA	33	
Total Shares taken	100	

Dated, this 13th day of February 20 04

Signature of witness



Full name of witness

PAUL AMOURDEDIEU

Address

THE FOUNTAINE LODGE

LINTON IN CRAVEN

NR SKIPTON, N YORKS, BD23 5H5

Occupation

PR CONSULTANT

The Companies Acts 1985 and 1989

COMPANY LIMITED BY SHARES

Memorandum

AND

Articles of Association

OF

INTERACTIVE MEDIA DEVELOPMENTS

LIMITED

(A private company adopting Table A with modifications)

Incorporated the day of

Companies Form 1A

The Companies Acts 1985 - 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

Of

INTERACTIVE MEDIA DEVELOPMENTS LIMITED

1. PRELIMINARY

1.1 Interpretation

In these articles:

- (a) "Table A" means the regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A - F) (Amendment) Regulations 1985;
- (b) words and expressions bear the same meaning as they would do if contained in Table A;
- (c) headings are included only for convenience and shall not affect meanings; and
- (d) references to regulations are to regulations in Table A unless otherwise stated.

1.2 Table A to apply

Table A shall apply to the Company save insofar as excluded or varied hereby or inconsistent herewith and Table A (save as so excluded varied or inconsistent) and the articles hereinafter contained shall be the regulations of the Company.

2. SHARE CAPITAL

2.1 Authorised share capital

The share capital of the Company is **£100** divided into **100** ordinary shares of **£1** each.

2.2 Allotment of shares

The directors are authorised for the purposes of section 80 of the Companies Act 1985 to allot, grant options over or otherwise deal with or dispose of any unissued shares of the Company to such persons on such terms and in such manner as the directors think proper up to a total issued share capital of the Company of **£10,000,000** at any time during the period of five years from the date of incorporation (but the directors are authorised to allot securities after the expiry of the 5 years if they are allotted in pursuance of an offer or agreement made by the Company before the expiry of the 5 years).

The general authority conferred on the directors by the preceding article may be revoked, varied, renewed or further renewed (such renewal not to exceed a period exceeding 5 years) by an ordinary or other resolution of the Company in general meeting.

By virtue of section 91(1) of the Companies Act 1985, sections 89(1) and 90(1) to (6) of that Act shall not apply to any allotment of shares pursuant to the authority conferred by the two preceding articles.

3. LIEN

The lien conferred by regulation 8 shall apply to all shares of the Company whether fully paid or not and to all shares registered in the name of any persons indebted or under liability to the Company whether he be the sole registered holder thereof or one of several joint holders.

4. CALLS

The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of regulation 18 of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

5. TRANSFER OF SHARES

The directors shall not refuse to register any transfer of any shares or interest in shares other than in accordance with this article or with regulation 24. No shares and no interest in shares shall be transferred to any infant, person in bankruptcy during their bankruptcy, or person of unsound mind and the directors shall refuse to register any such transfer.

6. PROCEEDINGS AT GENERAL MEETINGS

6.1 Quorum at adjourned meeting

If a quorum is not present at any adjourned meeting as is referred to in regulation 41, then, provided that the member present holds not fewer than 75% in nominal value of the shares of the Company in issue, any resolution agreed to by such member shall be as valid and effectual as if it had been passed unanimously at a general meeting of the Company duly convened and held.

6.2 Written resolution

A resolution in writing may be signed on behalf of a corporation by a director or the secretary thereof or by its duly appointed attorney or duly authorised representative. Regulation 53 shall be extended accordingly. Regulation 53 (as extended) shall apply with necessary changes to resolutions in writing of any class of members of the Company.

6.3 Conference telephones

Any member or member's proxy or duly authorised representative (being a corporation) may participate in a general meeting or a meeting of a class of members of the Company by means of conference telephones or similar communications system whereby all those participating in the meeting can hear and address each other. Such participation shall be deemed to constitute presence in person (or by proxy or authorised representative as appropriate) at such meeting for all purposes including that of establishing a quorum. A meeting held by such means shall be deemed to take place where the largest group of participators in number is assembled. In the absence of such a majority the location of the chairman shall be deemed to be the place of the meeting.

6.4 Single member

If and for so long as the company has only one member:

- (a) if that member takes any decision which is required to be taken in general meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in general meeting save that this shall not apply to resolutions passed pursuant to sections 303 and 391 of the Act;
- (b) any decision taken by a sole member pursuant to the preceding subparagraph shall be recorded in writing and delivered by that member to the company for entry in the company's minute book;
- (c) if that member is also a director of the company and enters into a contract with the Company (other than a contract entered into in the ordinary course of business), the terms of the contract shall, unless the contract is in writing, be set out in a written memorandum or be recorded in the minutes of the first meeting of the directors following the making up of the contract;
- (d) regulation 57 shall not apply;
- (e) at a meeting that member present in person or by proxy or if that member is a corporation by a duly authorised representative shall be a quorum and regulation 40 shall be amended accordingly; and
- (f) all provisions of these articles and of Table A shall be construed so as to be consistent with the Company only having one member.

6.5 Proxies

An instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority may be handed to the chairman of the relevant meeting. Regulation 62 shall not invalidate such an instrument.

7. DIRECTORS

7.1 Number of directors

The number of directors (unless the shareholders of the Company otherwise determine by ordinary resolution) shall not be fewer than one but shall not be subject to any maximum. Regulation 64 shall be modified accordingly. If there is only one director of the Company the quorum for the transaction of the business by the directors shall be one. Regulation 89 shall be modified accordingly.

7.2 Appointment of directors

A member or members holding 75% or more of the voting rights in the Company may from time to time by notice to the Company appoint any person to be a director and to remove from office any director so appointed and to appoint another person in his place.

7.3 No age limit for directors

Any adult person may be appointed or elected as a director whatever may be his age, and no director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

7.4 No retirement by rotation

The directors shall not be subject to retirement by rotation and references thereto in regulations 73 to 80 shall be disregarded.

7.5 Disqualification and removal of directors

The office of director shall be vacated:

- (a) *if any of the events specified in regulation 81 occur;*
- (b) if he shall in writing offer to resign and the directors shall resolve to accept such offer;
- (c) if he becomes incapable by reason of illness or injury of managing and administering his property and affairs; or
- (d) if he shall be removed from office by notice in writing signed either by all his co-directors (being at least two in number) [or by a member or members holding 75% or more of the voting rights in the Company], but so that if the director holds an appointment to an executive office which thereby automatically determines such removal shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company.

7.6 Remuneration of directors

Any director who serves on any committee, or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a director, may be paid such extra remuneration by way of salary, commission or otherwise or may receive such other benefits as the directors may determine. Regulation 82 shall be extended accordingly.

7.7 Directors' interests

A director may (and any firm or company of which he is a partner or member or director may) act in a professional capacity for the Company or any body corporate in which the Company is in any way interested subject to disclosure of interest in terms of regulation 85.

On any matter in which a director is in any way interested he may nevertheless vote and be taken into account for the purposes of a quorum and (save as otherwise agreed) may retain for his own absolute use and benefit all profits and advantages directly or indirectly accruing to him there under or in consequence thereof. Regulations 94 to 98 shall not apply.

7.8 Conference telephone meetings

Any director may participate in a meeting of directors or of a committee of the directors by means of a conference telephone or similar communications system whereby all those participating in the meeting can hear and address each other. Such participation shall be deemed to constitute presence in person at such meeting for all purposes including that of establishing a quorum. A meeting held by such means shall be deemed to take place where the largest group of participators in number is assembled. In the absence of such a majority the location of the chairman shall be deemed to be the place of the meeting.

8. THE SEAL

If the Company does not have a common seal regulation I shall be amended accordingly, the obligation in regulation 6 relating to the sealing of a share certificate shall not apply and regulation 101 shall not apply.

9. DIRECTORS' BORROWING POWERS

The directors may exercise all the powers of the Company to borrow or raise money without limit as to amount and upon such terms and in such manner as they think fit and to grant any mortgage or charge over its undertaking, property and uncalled capital, or any part thereof and subject in the case of any

security convertible into shares to section 80 of the Act to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

10. NOTICE

10.1 In accordance with regulation 111 any notice to be given to or by any person pursuant to these articles shall be in writing except that a notice calling a meeting of the directors need not be in writing.

10.2 Any notice to be given under these articles may be delivered personally or sent by first class post (airmail if overseas) or by telex or facsimile. Regulation 112 shall not apply.

10.3 The address for service of any notice shall be as follows:

in the case of a member or his legal personal representative or trustee in bankruptcy:	such member's address as shown in the Company's register of members of the Company;
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in the case of a director:	his last known address or at the address notified by him to the Company for that purpose;
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in the case of a meeting of the directors:	the place of the meeting;
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in the case of the Company:	its registered office; and
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in the case of any other person:	to his or its last known address.
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10.4 Any notice to be given under these articles shall be deemed to have been served and be effective:

(a) if delivered personally, at the time of delivery;

- (b) if posted, on receipt or at the expiry of two Business Days (or in the case of airmail four Business Days) after it was posted, whichever occurs first;
 - (c) if sent by telex or facsimile, at the time of transmission (if sent during normal business hours, that is 9.30 to 17.30 local time in the place to which it was sent) or (if not sent during such normal business hours) at the beginning of the next day in the place to which it was sent; and
 - (d) if sent by cable or telegram, at the time of delivery.
- 10.5 For the purposes of the preceding article, "Business Day" means any day other than a Saturday, Sunday, or any day that is a public holiday in the place, or places, at which the transaction or notice in question is being effected.
- 10.6 In proving such service it shall be sufficient to prove that personal delivery was made, or that the notice was properly addressed stamped and posted or in the case of a telex that the intended recipient's answerback code is shown on the copy retained by the sender at the beginning and end of the message or in the case of a facsimile that an activity or other report from the sender's facsimile machine can be produced in respect of the notice showing the recipient's facsimile number and the number of pages transmitted. Regulation 115 shall not apply.
- 10.7 Any notice may consist of one or more documents (including a telex, facsimile, cable or telegram) each signed by or on behalf of or otherwise emanating from the person giving the notice. The signature may be given personally or by a duly appointed attorney or in the case of a body corporate by an officer or by its authorised corporate representative.
- 10.8 In the case of joint holders of a share all notices shall be given to the joint holder whose name stands first in the register of members of the Company in respect of the joint holding. Notice so given shall constitute notice to all the joint holders.
- 10.9 A director absent or intending to be absent from the United Kingdom may request the directors that notices of meetings of the directors shall during his absence be sent in writing to him at an address or to a facsimile or telex number given by him to the Company for this purpose, but if no request is made to the directors it shall not be necessary to give notice of a meeting of the directors to any director who is for the time being absent from the United Kingdom. A director may waive notice of any meeting either retrospectively or prospectively. Regulation 88 of Table A shall be modified accordingly.

11. INDEMNITY

- 11.1 Subject to the provisions of and so far as may be permitted by law, every director, auditor, secretary or other officer of the Company shall be indemnified by the Company out of its own funds against and exempted by the Company from all costs, charges, losses, expenses and liabilities incurred by him in the actual or purported execution or discharge of his duties or the exercise or purported exercise of his powers or otherwise in relation to or in connection with his duties, powers or office including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the court. Regulation 118 shall not apply.

Without prejudice to the provisions of regulation 87, or to the preceding article, the directors shall have the power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers, employees or auditors of any relevant company (as defined in the following article) or who are or were at any time trustees of any pension fund or employees' share scheme in which employees of any relevant company are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution or discharge of their duties or in the exercise or purported exercise of their powers or otherwise in relation to their duties, powers or offices in relation to any relevant company, or any such pension fund or employees' share scheme.

- 11.3 For the purpose of the preceding article, "relevant company" shall mean the Company, any holding company of the Company or any other body, whether or not incorporated, in which the Company or such holding company or any of the predecessors of the Company or of such holding company has or had any interest whether direct or indirect or which is in any way allied to or associated with the Company, or any subsidiary undertaking of the Company or such other body.

Names and Addresses of Subscribers

Number of Shares
taken by each
Subscriber

Signature of each

Ian Alexander Merricks
375 Camden Road
London, N7 0SH

67



Martin Stephen Dallaghan
8 Sandypits Lane
Etwell
Derby, DE65 6JA

33

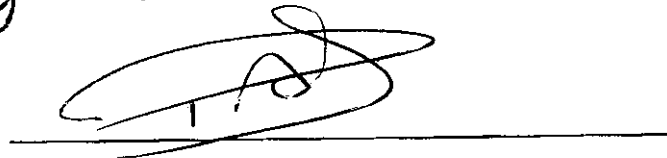


11.4 Total Shares taken

100

Dated, this 13th day of February 2004

Signature of witness



Full name of witness

PAUL AMOUR-DEDIEN

Address

THE FOUNTAINE LODGE

LINTON IN CRAVEN

NR SKIPTON, N YORKS, BD23 5HJ

Occupation

PR CONSULTANT