

COMPANY NUMBER 6061415

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
AMAZING MEDIA GROUP LIMITED

SATURDAY



A17 "AUBGWQ9Q" 09/06/2007 174
COMPANIES HOUSE
COMPANIES HOUSE

passed on 23 May 2007

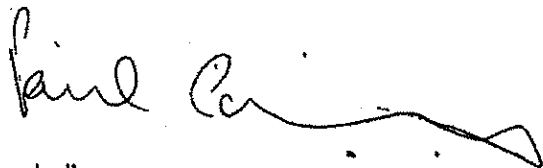
Pursuant to section 381A of and schedule 15A to the Companies Act 1985 (as amended), I the undersigned, being the sole member of the Company for the time being entitled to receive notice of and to attend and vote at general meetings of the Company, hereby pass the following resolutions as written resolutions and agree that the said resolutions shall for all purposes be as valid and effective as if the same had been passed at a general meeting duly convened and held

WRITTEN RESOLUTIONS

- 1 That the regulations contained in the printed document attached to this resolution be and the same are hereby approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of the Company
- 2 That the one issued ordinary share of £1 in the capital of the Company and each of the 99 authorised but unissued shares of £1 each in the capital of the Company be converted into 10,000 "A" ordinary shares of 1p each, such shares to carry the rights contained in the articles of association adopted by the Company by resolution 1
- 3 That the authorised share capital of the Company be increased to £1,000, by the creation of 45,000 new "A" ordinary shares of 1p each (such shares to carry the rights contained in the articles of association adopted by the Company by resolution 1) and 45,000 ordinary shares of 1p each
- 4 That -
 - 4 1 the directors be and are hereby generally authorised pursuant to and in accordance with section 80 of the Companies Act 1985 (the "Act") to exercise during the period from the date of the passing of this resolution until the day preceding the fifth anniversary of the date of this resolution all the powers of the Company to allot relevant securities (as defined in section 80 of the Act) to a maximum nominal amount of £999,
 - 4 2 the directors be empowered to allot and to make offers or arrangements to allot equity securities (as defined in section 94 of the Act) pursuant to and during the period of the said authority as if section 89(1) of the Act did not apply to such allotment, and
 - 4 3 for the purposes of this resolution, the said authority and the said power shall allow and enable the directors to make offers or agreements before the expiry of the said period which would or might require the making of allotments after such expiry

WE CERTIFY THAT THIS IS A TRUE
COPY OF THE ORIGINAL DOCUMENT

Dickinson Dees LLP
DICKINSON DEES LLP



P A Campbell

23 May 2007

