

**FILE COPY**



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 6080497

The Registrar of Companies for England and Wales hereby certifies that

UGTV LTD

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

INSKIN MEDIA LTD

Given at Companies House, London, the 26th October 2007



\*C06080497P\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —

THE COMPANIES ACTS 1985 TO 2006

COMPANY NUMBER. 6080497

SPECIAL RESOLUTIONS

OF

UGTV LTD



We, the undersigned, being the sole member representing all the issued share capital for the time being of the Company and entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolutions as Special Resolutions and agree that the said resolutions shall, pursuant to Section 283 of the Companies Act 2006 for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held

It is resolved

- 1 THAT the company name be changed to 'INSKIN MEDIA LTD'
- 2 THAT the authorised share capital of the company be increased from £1,000 divided into 1,000 shares of £1 each to £30,000 divided into 30,000 shares of £1 each which are classified as 10,000 Ordinary Founder "A" shares of £1 each, 10,000 Ordinary Investor "B" shares of £1 each and 10,000 Ordinary Investor "C" shares of £1 each having attached thereto the rights and restrictions as set out in the Articles of Association as adopted by resolution 5 below
- 3 THAT the Directors be and they are hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution Provided that the Authority hereby given shall expire five years after the date of the passing of this resolution unless previously renewed or varied save that the Directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority
- 4 THAT the objects set forth in paragraph 3 of the document attached to this resolution, and for the purposes of identification labelled 'M', be approved and adopted as the objects of the Company, in substitution for, and to the exclusion of, all existing objects thereof, and the Memorandum of Association be altered accordingly
- 5 THAT the regulations set forth in the printed document attached to this resolution, and for the purposes of identification labelled 'A', be approved and adopted as the Articles of Association of the Company, in substitution for, and to the exclusion of, all existing Articles thereof

Dated

25/10/2007

Signed

Filed By A1 Company Services Limited  
788 - 790 Finchley Road  
London NW11 7TJ

FRIDAY



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26/10/2007  
COMPANIES HOUSE

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