



FILE COPY

CERTIFICATE OF INCORPORATION ON RE-REGISTRATION OF A PUBLIC COMPANY AS A PRIVATE COMPANY

Company No. 6962814

The Registrar of Companies for England/Wales hereby certifies that

NEON ENTERTAINMENT PLC

formerly registered as a public company has this day been re-registered under the Companies Act 2006 as a private company is now incorporated under the name of

NEON ENTERTAINMENT LIMITED

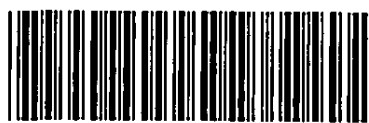
and that the company is limited by shares.

Its registered office is situated in England/Wales.

Given at Companies House on 2nd August 2010



MONDAY



A22 02/08/2010 19
COMPANIES HOUSE



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES