



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 6972345

The Registrar of Companies for England and Wales hereby certifies that

IBIS (1027) LIMITED

having changed its name, is now incorporated under the name of

CBS UK CHANNELS LIMITED

Given at Companies House on **27th August 2009**



C06972345Q



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

Company Number: 6972345

THE COMPANIES ACTS 1985, 1989 AND 2006

THURSDAY



COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

IBIS (1027) LIMITED

(the "Company")



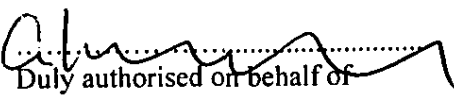
Circulation Date 27th August 2009

Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution be passed as a special resolution of the Company:

THAT subject to and with effect from the date on which the Registrar of Companies issues an altered certificate of incorporation the name of the Company be changed to CBS UK Channels Limited;

Please read the notes at the end of this document before signifying your agreement to the above resolutions.

The undersigned, being the sole person entitled to vote on the above resolution, hereby irrevocably agrees to the above resolution.


Duly authorised on behalf of
Dechert Nominees Limited

27/08/09
Date

NOTES

1. If you agree with the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

- **By hand:** delivering the signed copy to IBIS (1027) Limited, 160 Queen Victoria Street, London, EC4V 3QQ.
- **Post:** returning the signed copy by post to IBIS (1027) Limited, 160 Queen Victoria Street, London, EC4V 3QQ.
- **Fax:** faxing the signed copy to 0044 (0) 20 7184 7001.

If you do not agree to the resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

However, once you have indicated your agreement to the resolutions, you may not revoke your agreement.

2. Eligible members are the members who would have been entitled to vote on the resolutions on the circulation date of the written resolutions.
3. The circulation date of the written resolutions is 27th August 2009 (the "Circulation Date").
4. The period for agreeing to the written resolutions is the period of 28 days beginning with the Circulation Date (section 297 Companies Act 2006). Therefore unless, by 24th September, sufficient agreement has been received for a resolution to pass, it will lapse. If you agree to any, or all, of the resolutions, please ensure that your agreement reaches us before or on this date.
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.
6. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
7. A written resolution is passed when the required majority of eligible members have signified their agreement to it.