

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3012148

The Registrar of Companies for England and Wales hereby certifies that

CHANNEL 5 BROADCASTING LIMITED

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

CHANNEL 5 TELEVISION GROUP LIMITED

Given at Companies House, London, the 12th March 1996



C03012148B

A handwritten signature in ink, likely belonging to the Registrar of Companies.

For The Registrar Of Companies



C O M P A N I E S H O U S E

THE COMPANIES ACT 1985**WRITTEN RESOLUTIONS**

of

CHANNEL 5 BROADCASTING LIMITED

We, the undersigned, being all the members of the above-named Company ("the Company") for the time being entitled to attend and vote at general meetings of the Company unanimously resolve:-

1. THAT:-

- (i) each of the 150,000 ordinary shares of £1 each in the capital of the Company, being all the shares in issue and all the authorised but unissued shares in the Company, be divided into 15,000,000 ordinary shares of 1p each in the capital of the Company ("Ordinary Shares"), having attached to them the rights set out in the Articles of Association of the Company to be adopted pursuant to sub-paragraph (iii) of this Resolution ("the New Articles");
- (ii) immediately following the sub-division referred to in sub-paragraph (i):-
 - (a) 5,591,168 of the authorised but unissued Ordinary Shares be redesignated as deferred shares of 1p each in the capital of the Company ("Deferred Shares"), having attached to them the rights set out in the New Articles;
 - (b) the rights attaching to each of the issued Ordinary Shares set opposite the names of the relevant shareholder below be varied so as to result in such shares having rights identical to the Deferred Shares and such shares each be redesignated as Deferred Shares:

Shareholder	Number of ordinary shares to be redesignated
MAI plc	2,337,458
Pearson Television Limited	2,337,458
CLT UK Television Limited	2,337,458
Warburg, Pincus Ventures, L.P.	2,337,458

- (iii) pursuant to section 9 of the Companies Act 1985, the Articles of Association of the Company be deleted in their entirety and the regulations contained in the document produced to the Meeting and for the purpose of identification signed by the Chairman be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company;
- (iv) the share capital of the Company be increased to £150,400 by the creation of 40,000 2 per cent cumulative redeemable preference shares of 1p each having attached to them the rights set out in the New Articles;



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CHIEF NO - 003721

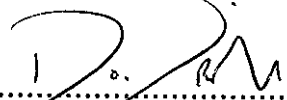
2. THAT, the terms of the agreement to be made between the Company and MAI plc for the purchase by the Company of 2,337,458 Deferred Shares, as set out in the draft contract produced to the meeting and signed by the Chairman for the purposes of identification, be and is hereby approved and the Company be and it is hereby authorised to enter into such a contract;
3. THAT, the terms of the agreement to be made between the Company and Pearson Television Limited for the purchase by the Company of 2,337,458 Deferred Shares, as set out in the draft contract produced to the meeting and signed by the Chairman for the purposes of identification, be and is hereby approved and the Company be and it is hereby authorised to enter into such a contract;
4. THAT, the terms of the agreement to be made between the Company and CLT UK Television Limited for the purchase by the Company of 2,337,458 Deferred Shares, as set out in the draft contract produced to the meeting and signed by the Chairman for the purposes of identification, be and is hereby approved and the Company be and it is hereby authorised to enter into such a contract;
5. THAT, the terms of the agreement to be made between the Company and Warburg, Pincus Ventures, L.P. for the purchase by the Company of 2,337,458 Deferred Shares, as set out in the draft contract produced to the meeting and signed by the Chairman for the purposes of identification, be and is hereby approved and the Company be and it is hereby authorised to enter into such a contract;
6. THAT forthwith following completion of the contracts referred to in Resolutions 2, 3, 4 and 5 above the authorised share capital of the Company be reduced to £1,000 by the cancellation of 14,940,000 authorised but unissued Deferred Shares;
7. THAT conditionally upon the Licence (as defined in the New Articles) becoming vested in a subsidiary of the Company, the New Articles be amended in accordance with the schedule of amendments attached hereto;
8. THAT the name of the Company be changed to "CHANNEL 5 TELEVISION GROUP LIMITED" and that the definition of "the Company" in the New Articles be amended accordingly.
9. THAT pursuant to section 4 of the Companies Act 1985, the Memorandum of Association of the Company be altered by deleting sub-clause (B) of clause 3 thereof and by substituting the following new sub-clause (B) therefor:-

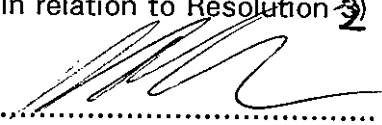
"(B) To carry on the business of a holding company in all its branches and to acquire by purchase, lease, concession, grant, licence or otherwise and hold such businesses, options, rights, privileges, lands, buildings, leases, underleases, stocks, shares, debentures, debenture stock, bonds, obligations, securities, reversionary interests, annuities, policies of assurance and other property and rights and interests in property as the Company shall deem fit and generally to hold, manage, develop, lease, sell or dispose of the same and to vary any of the investments of the Company, to act as trustees of any deeds constituting or securing any debentures, debenture stock or other securities or obligations, to enter into, assist, or participate in financial, commercial, mercantile, industrial and other transactions, undertakings and businesses of every description and to

establish, carry on, develop and extend the same or sell, dispose of or otherwise turn the same to account and to co-ordinate the policy and administration of any companies of which the Company is a member or which are in any manner controlled by, or connected with, the Company and to carry on all or any of the businesses of capitalists, trustees, financiers, financial agents, company promoters, bill discounters, insurers, insurance brokers and agents, mortgage brokers, rent and debt collectors, stock and share brokers and dealers and commission and general agents, merchants and traders, and to manufacture, buy, sell, maintain, repair and deal in plant, machinery, tools, articles and things of all kinds capable of being used for the purposes of the above-mentioned businesses or any of them, or likely to be required by customers of or persons having dealings with the Company. To carry on all or any of the businesses of general merchants and traders, manufacturers, assemblers, distributors, importers, exporters, merchants, factors and shippers of and wholesale and retail dealers in goods, wares, produce, products, commodities, fancy goods, handicrafts and merchandise of every description, to act as agents for and to enter into agreements and arrangements of all kinds on behalf of such persons, firms or companies as may be thought expedient, and to negotiate, assign and mortgage or pledge for cash or otherwise, any such agreements and the payments due thereunder and any property the subject thereof, to carry on all or any of the businesses of mail order specialists, credit and discount traders, cash and carry traders, manufacturers' agents, commission and general agents, brokers, factors, warehousemen and agents in respect of raw and manufactured goods, of all kinds, and general railway, shipping and forwarding agents and transport contractors; to create, establish, build up and maintain an organisation for the marketing, selling, retailing, servicing, advertisement, distribution or introduction of the products, merchandise, goods, wares and commodities dealt in or services rendered by any persons, firm or companies and to participate in, undertake, perform and carry out all kinds of commercial, trading and financial operations and all or any of the operations ordinarily performed by import, export and general merchants, factors, shippers, agents, traders, distributors, capitalists and financiers, either on the Company's own account or otherwise; and to open and establish shops, stalls, stores, markets and depots for the sale, collection and distribution of the goods dealt in by the Company."

Date: 8th March 1996


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Pearson Television Limited
(Save in relation to Resolution 3) 


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CLT UK Television Limited
(Save in relation to Resolution 4)


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MAI plc
(Save in relation to Resolution 3) 

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Warburg, Pincus Ventures, L.P.
(Save in relation to Resolution 5)