

**FILE COPY**



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 4948078

The Registrar of Companies for England and Wales hereby certifies that

CENTAUR HOLDINGS PLC

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

CENTAUR MEDIA PLC

Given at Companies House, London, the 5th May 2006



\*C049480784\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —

009244  
No. 4948078

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTIONS

of

CENTAUR HOLDINGS PLC

(Passed 4 May 2006)

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at St Giles House, 50 Poland Street, London W1F 7AX on 4 May 2006 at 12p.m. the following resolutions were passed as ordinary and special resolutions.

ORDINARY RESOLUTIONS

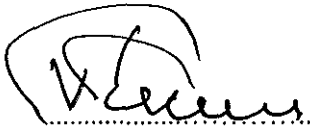
1. THAT the rules of the Long-term Incentive Plan 2006 (the "LTIP") as outlined in the Summary attached as an Appendix to this Notice, be approved and the Directors be authorised to:
  - (i) to make such modifications to the LTIP as they consider necessary or appropriate in order (amongst other things) to take account of the requirements of the UK Listing Authority and best practice and to formerly adopt the LTIP as so modified and to do all such acts and things as may be necessary or appropriate to implement the LTIP; and
  - (ii) to establish further plans based on the LTIP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against the limits on individual or overall participation in the LTIP.
- 2 THAT the Centaur Employees' Benefit Trust (the "Trust") as outlined in the Summary attached as an Appendix to this Notice, be approved, and the Directors be authorised to do all acts and things necessary or expedient to implement the Trust including making such changes to the draft trust deed establishing the Trust as the Directors consider necessary or desirable to



obtain any approvals or to take account of any statutory, fiscal, exchange control or securities regulations either generally or in relation to any potential participants

### **SPECIAL RESOLUTION**

3. THAT the name of the Company be changed to Centaur Media plc.

A handwritten signature in black ink, appearing to be 'H. Green', written over a dotted line.

**Director**