

085315

Registered No: 03754672

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

-of-

EKAY ADVERTISING & MARKETING LIMITED

("the Company")

Passed 22 November 2005



**Resolution of all of the members of the Company in writing (pursuant to
Section 381A of the Companies Act 1985)**

We, the undersigned, being all the members of the Company who on the date set out below are entitled to attend and vote at a general meeting of the Company to consider the resolutions set out hereunder, pass the below written Resolutions of the Company as if the same had been proposed and passed at a meeting duly convened (resolutions 1 to 3 shall be passed as special resolutions):

1. THAT the name of the Company be changed to Ekay Public Limited Company and THAT the Company be re-registered as a public company under the Act by the name of Ekay Public Limited Company.
2. THAT the memorandum of association of the Company be amended as follows:
 - 2.1 by the deletion of clause 1 and substitution for it by:

"1. The name of the company is Ekay Public Limited Company."
 - 2.2 by the insertion of the following new clause 2:

"2. The Company is to be a public company."
 - 2.3 by renumbering clauses 2 to 5 as 3 to 6 accordingly.





3. THAT the articles of association contained in the document now produced to the meeting and signed for identification purposes only by the Chairman be 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.

N. A. Capuano
N. Capuano

E. Powell
E. Powell

L. Dean
L. Dean

E. Powell
E. Powell

T. Rose
T. Rose