



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 5723245

The Registrar of Companies for England and Wales hereby certifies that

POCKET FILMS LIMITED

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

WOODLANDS INSERTS LIMITED

Given at Companies House on **12th June 2008**



C05723245B

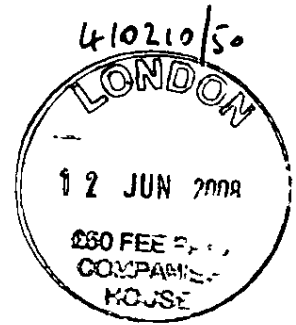


Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

Companies Act 2006
Pocket Films Limited (the "Company")
(Registration no. 05723245)



Proposed written resolution of the Company

Circulation date. 6th June 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions
(Resolutions)

Special Resolutions

- 1 THAT the name of the Company be changed to Woodlands Inserts Limited
- 2 THAT the memorandum and articles of association of the Company in the form annexed hereto and initialled by the chairman for the purpose of identification be adopted as the new memorandum and articles of association of the Company in substitution for and to the entire exclusion of the existing memorandum and articles of association

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution

The undersigned, a person entitled to vote on the Resolutions on the date referred to above, hereby irrevocably agree to the Resolutions

Signed by

For and on behalf of BBC Magazines
Holdings Limited

Mr K Langford

Date

6th June 2008

Signed

Mr A Franks

Date

6th June 2008

THURSDAY



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12/06/2008

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COMPANIES HOUSE

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
 - 1 1 **Personal delivery** By delivering the signed copy to any director or the secretary of the Company
 - 1 2 **Post** By returning the signed copy by post to the Company at its registered address

If you do not agree with the Resolutions, you need not do anything you will not be deemed to agree if you fail to reply
- 2 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 3 Unless, by 28 days following the date first referred to above, sufficient agreement has been received for the Resolution to pass, it will lapse If you agree to the Resolution, please ensure that your agreement reaches us before or during this date