

PRINT OF WRITTEN RESOLUTIONS

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OLSWANG

Company Number: 5935895

THE COMPANIES ACTS 1985 AND 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF THE SOLE MEMBER

of

KUDOS MAD LIMITED

(the "Company")

Passed on 6 February 2008

SATURDAY



A35 *A3989X99* 149
16/02/2008
COMPANIES HOUSE

Pursuant to chapter 2 of part 13 of Companies Act 2006, the following resolutions (the "Resolutions"), which were proposed as special resolution as set out below, were duly passed in writing on the above date

SPECIAL RESOLUTIONS

- 1 THAT the articles of association of the Company be amended by the addition of the following article as new article 6(b) and the consequential renumbering of existing articles 6 to 6(a)

"Notwithstanding anything contained in these Articles, the Company, its directors or its members shall

(A) promptly register any transfer of shares and may not suspend registration thereof, and

(B) not be entitled to exercise any lien which the Company has in respect of any shares in the Company which are the subject of a transfer,

where such transfer

(i) is to the bank or institution to which such shares have been charged by way of security, whether as agent and security trustee for a group of banks or institutions or otherwise, or to any nominee or any transferee of such a bank or institution (a "Secured Institution"), or

(ii) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares, or

(iii) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security,

and furthermore notwithstanding anything to the contrary contained in these Articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to offer the shares which are or are to be the subject of any transfer aforesaid to the shareholders for the time being of the Company or any of them (nor comply with any procedures to effect such offer set out in these Articles), and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not "

- 2 **THAT** the entry by the Company into a credit and guarantee agreement (the "**Credit Agreement**") between (1) Shine as Borrower (as defined in the Credit Agreement), (2) the Company and various other companies in the same group of companies as Shine as guarantors, (3) the banks and financial institutions named in the Credit Agreement as Lenders (as defined in the Credit Agreement), (4) J P Morgan Chase bank, N A as Administrative Agent and Issuing Bank and (5) J P Morgan Europe Limited as Sterling Agent (each as defined in the Credit Agreement) be, and hereby is, approved
- 3 **THAT** pursuant to the terms of the Credit Agreement, the Company agreeing to guarantee all the obligations and liabilities of the Company under the Fundamental Documents (as defined in the Credit Agreement) or the Fee Letter (as defined in the Credit Agreement) and all other amounts as set out therein, but limited to the extent that it would not result in the guarantee constituting unlawful assistance within the meaning of section 151 of the Companies Act 1985 be, and hereby is, approved
- 4 **THAT** the entry by the Company into a debenture under which the Company would charge and mortgage the whole of its property, undertaking and assets (including by way of fixed and floating charge) in favour of the Lenders (as defined in the Credit Agreement) to secure its liabilities to the Lenders from time to time pursuant to the Credit Agreement be, and hereby is, approved

SIGNED by Elisabeth Murdoch



Director/Secretary

for and on behalf of)

KUDOS MAD LIMITED)

The Companies Acts 1985 to 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF
KUDOS MAD LIMITED

PRELIMINARY

1 (a) Subject as hereinafter provided, the regulations contained in Table A in The Companies (Table A to F) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company

(b) Regulations 8, 64, 76, 77 and 113 of Table A shall not apply to the Company

2. The Company is a private company and accordingly no invitation or offer shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company, nor shall the company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of these shares or debentures being offered for sale to the public.

SHARES

3 (a) The Directors may subject to Article 4 hereof allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by Section 80(2) of the Companies Act 1985) of the Company to such persons and generally on such terms and conditions as the Directors think proper

(b) The general authority conferred by paragraph (a) of this Article shall be conditional upon due compliance with Article 4 hereof and shall extend to the amount of the authorised share capital of the Company upon its incorporation. The said authority will expire on that date which is the fifth anniversary of the date of incorporation unless renewed, varied or revoked by the Company in general meeting in accordance with the said Section 80 or Section 80A of the Act.

(c) The Directors shall be entitled under the general authority conferred by paragraph (a) of this Article to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority.

4 (a) Subject to any direction to the contrary that may be given by the Company in general meeting all shares authorised pursuant to Article 3 hereof to be allotted shall be offered to the members in proportion to the existing shares held by them and such offer shall be made by notice in writing specifying the number of shares to which the member is entitled and limiting a time (being not less than 21 days) within which the offer if not accepted will be deemed to have been declined, and after the expiry of such time or upon receipt of an intimation from the member to

Company Number. 05935895

THE COMPANIES ACT 1985 TO 2006

A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

KUDOS MAD LIMITED

(As amended by special resolution passed on 6 February 2008)

whom such notice is given that he declines to accept the shares offered, the Directors may, subject to these Articles, allot or otherwise dispose of the same to such persons and upon such terms as they think most beneficial to the Company. The Directors may in like manner dispose of any such shares as aforesaid which, by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

(b) By virtue of Section 91(1) of the Companies Act 1985, Sections 89(1) and 90(1) to 90(6) inclusive of that Act shall not apply to the Company.

LIEN

5 The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of any member whether solely or one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien (if any) on a share shall extend to all dividends payable thereon.

TRANSFER OF SHARES

6 (a) The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share. The first sentence of Regulation 24 of Table A shall not apply to the Company.

(b) Notwithstanding anything contained in these Articles, the Company, its directors or its members shall

- (a) promptly register any transfer of shares and may not suspend registration thereof; and
- (b) not be entitled to exercise any lien which the Company has in respect of any shares in the Company which are the subject of a transfer,

where such transfer

- (i) is to the bank or institution to which such shares have been charged by way of security, whether as agent and security trustee for a group of banks or institutions or otherwise, or to any nominee or any transferee of such a bank or institution (a "Secured Institution"), or
- (ii) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares, or
- (iii) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security,

and furthermore notwithstanding anything to the contrary contained in these Articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no secured Institution or its

nominee shall be required to offer the shares which are or are to be the subject of any transfer aforesaid to the shareholders for the time being of the Company or any of them (nor comply with any procedures to effect such offer set out in these Articles), and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not.

GENERAL MEETINGS

7. In accordance with Section 372(3) of the Companies Act 1985 in every notice calling a General Meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member of the Company Regulation 38 of Table A shall be modified accordingly and the second sentence of Regulation 59 of Table A shall not apply to the Company

8. In the event of the Company having only one member, the quorum required for business to be transacted at a meeting shall be one and regulation 40 of Table A shall be modified accordingly In Regulation 41 of Table A there shall be added at the end "If at any adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved".

DIRECTORS

9 Unless and until the Company in general meeting shall otherwise determine, there shall be no maximum number of Directors and the minimum number of Directors shall be one. If and so long as there is a sole Director he may exercise all the powers and authorities vested in the Directors by these Articles and by Table A and Regulation 89 of Table A shall be modified accordingly The first Directors of the Company shall be as named in the statement delivered to the Registrar of Companies pursuant to section 10 of the Companies Act 1985

10 No person other than a Director retiring by rotation shall be elected a Director at any general meeting unless -

- (i) he is recommended by the Directors, or
- (ii) not less than fourteen nor more than thirty five clear days before the date of the meeting, a notice in writing signed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for election, together with a notice in writing signed by that person of his willingness to be elected

11. A Director shall not be required to hold any share qualification but shall nevertheless be entitled to receive notice of and to attend at all general meetings of the Company and at all separate general meetings of the holders of any class of shares in the capital of the Company.

12 The Company shall not be subject to Section 293 of the Companies Act 1985 Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.