



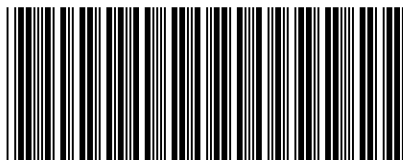
## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 6025270

The Registrar of Companies for England and Wales hereby certifies that  
IB PARTNER 38 LIMITED

is this day incorporated under the Companies Act 1985 as a private  
company and that the company is limited.

Given at Companies House, Cardiff, the 11th December 2006



N0 6025270G



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —



**Companies House**

— for the record —

Electronic statement of compliance  
with requirements on application  
for registration of a company  
pursuant to section 12(3A) of the  
Companies Act 1985

Company number

6025270

Company name

IB PARTNER 38 LIMITED

I,

SARAH CRUICKSHANK

of

FLAT 3  
134 CHURCH ROAD  
UPPER NORWOOD  
LONDON  
SE19 2NT

a

person named as a secretary of the company in the  
statement delivered to the registrar of companies  
under section 10(2) of the Companies Act 1985

make the following statement of compliance in pursuance of section  
12(3A) of the Companies Act 1985

Statement:

I hereby state that all the requirements of the  
Companies Act 1985 in respect of the registration of  
the above company and of matters precedent and  
incidental to it have been complied with.

Confirmation of electronic delivery of information

This statement of compliance was delivered to the registrar of companies  
electronically and authenticated in accordance with the registrar's  
direction under section 707B of the Companies Act 1985.

WARNING: The making of a false statement could result in liability to  
criminal prosecution



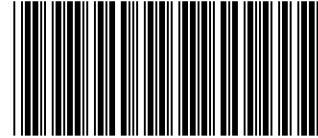
**Companies House**

— for the record —

**10(ef)**

**First directors and secretary and  
intended situation  
of registered office**

Received for filing in Electronic Format on the: **11/12/2006**



XA6X7L9B

*Company Name  
in full:* **IB PARTNER 38 LIMITED**

*Proposed Registered  
Office:* **12 PLUMTREE COURT  
LONDON  
EC4A 4HT**

*memorandum delivered by an agent for the subscriber(s):* **No**

*Company Secretary*

*Name* **SARAH CRUICKSHANK**

*Address:* **FLAT 3  
134 CHURCH ROAD  
UPPER NORWOOD  
LONDON  
SE19 2NT**

*Consented to Act:* **Y** *Date authorised* **11/12/2006** *Authenticated:* **Y**

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*Director 1:*

*Name* **SUSAN ELIZABETH FORD**

*Address:* **48 KEMPE ROAD  
QUEENS PARK  
LONDON  
NW6 6SL**

*Nationality:* **BRITISH**

*Business occupation:* **COMPANY DIRECTOR**

*Date of birth:* **30/04/1960**

*Consented to Act:* **Y** *Date authorised* **11/12/2006** *Authenticated:* **Y**

*Other Directorships:* **124 FACILITIES LIMITED  
4 VENTURES LIMITED  
CHANNEL FOUR LEARNING LIMITED  
CHANNEL FOUR RACING LIMITED  
CHANNEL FOUR TELEVISION COMPANY LIMITED  
E4 TELEVISION LIMITED  
E4.COM LIMITED  
FILM FOUR LIMITED  
FILM ON FOUR LIMITED  
FOUR VENTURES LIMITED  
06023416 IB PARTNER 1 LIMITED  
06023801 IB PARTNER 2 LIMITED  
06024793 IB PARTNER 3 LIMITED  
06024797 IB PARTNER 4 LIMITED  
06024826 IB PARTNER 5 LIMITED  
INGENIOUS BROADCASTING 2 PLC  
INGENIOUS BROADCASTING PLC  
INGENIOUS LIVE VCT 1 PLC  
INGENIOUS LIVE VCT 2 PLC  
INGENIOUS MEDIA PLC  
INGENIOUS TELEVISION PLC  
SPORT ON FOUR LIMITED**

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*Director 2:*

*Name* **JOHN LEONARD BOYTON**

*Address:* **MAIN ROAD  
LITTLE WALTHAM  
CHELMSFORD  
ESSEX  
CM3 3NZ**

*Nationality:* **BRITISH**

*Business occupation:* **COMPANY DIRECTOR**

*Date of birth:* **22/09/1947**

*Consented to Act:* **Y** *Date authorised* **11/12/2006** *Authenticated:* **Y**

*Other Directorships:*

<b>06023416</b>	<b>IB PARTNER 1 LIMITED</b>
<b>06023801</b>	<b>IB PARTNER 2 LIMITED</b>
<b>06024793</b>	<b>IB PARTNER 3 LIMITED</b>
<b>06024797</b>	<b>IB PARTNER 4 LIMITED</b>
<b>06024826</b>	<b>IB PARTNER 5 LIMITED</b>
	<b>INGENIOUS BROADCASTING 2 PLC</b>
	<b>INGENIOUS BROADCASTING PLC</b>
	<b>INGENIOUS MEDIA PLC</b>
	<b>INGENIOUS TELEVISION PLC</b>

Director 3:

Name **KEVIN THOMAS MEAD**

*Address:* **18 GUN WHARF  
124 WAPPING HIGH STREET  
LONDON  
E1W 2NJ**

*Nationality:* **BRITISH**

*Business occupation:* **COMPANY DIRECTOR**

*Date of birth:* **01/01/1953**

*Consented to Act: Y      Date authorised 11/12/2006      Authenticated: Y*

*Other Directorships:*

<b>06023416</b>	<b>IB PARTNER 1 LIMITED</b>
<b>06023801</b>	<b>IB PARTNER 2 LIMITED</b>
<b>06024793</b>	<b>IB PARTNER 3 LIMITED</b>
<b>06024797</b>	<b>IB PARTNER 4 LIMITED</b>
<b>06024826</b>	<b>IB PARTNER 5 LIMITED</b>
	<b>INGENIOUS BROADCASTING</b>
	<b>INGENIOUS BROADCASTING 2 PLC</b>
	<b>INGENIOUS MEDIA PLC</b>
	<b>INGENIOUS TELEVISION PLC</b>

## Authorisation

*Authoriser Designation:* **SUBSCRIBER** *Date Authorised:* **11/12/2006** *Authenticated:* **Yes**

THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- OF -

**IB PARTNER 38 LIMITED**

1. The name of the Company is IB PARTNER 38 LIMITED.
2. The registered office of the Company will be situated in England and Wales.
3. The objects for which the Company is established are:-
  - (A) To carry on business as a general commercial company.
  - (B) To carry on any other business which may in the opinion of the Board of Directors be advantageously carried on by the Company.
  - (C) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrender of, and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects; and to erect, pull down, repair, alter, develop, or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
  - (D) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
  - (E) To apply for, purchase or otherwise acquire any patents, licences or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company and to grant rights thereout.
  - (F) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interests in, any other company.
  - (G) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities, partnership interests or otherwise and subject to such conditions as may seem expedient.
  - (H) To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable.
  - (I) To give any form of financial assistance that may lawfully be given in connection with the acquisition of shares in the Company or any other company.
  - (J) To guarantee the payment of any debentures, debenture stock, bonds, mortgages,

charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person (including but without prejudice to the generality of the foregoing) the holding company of the Company or any company which is a Subsidiary of such holding company within, in each case, the meaning of Section 736 and Section 736(A) of the Companies Act 1985 (the "Act") as amended by the Companies Act 1989, and to give indemnities and guarantees of all kinds and to enter into partnership or any joint venture arrangement with any person, persons, firm or company.

(K) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.

(L) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants and other negotiable documents.

(M) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of, any other company, corporation or partnership.

(N) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.

(O) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.

(P) To promote, or aid in the promotion of, any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.

(Q) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company (including any Director holding a salaried office or employment in the Company) or the dependants or connections of such persons and to grant pensions and allowances to any such persons.

(R) To remunerate the Directors of the Company in any manner the Company may think fit and to pay or provide pensions for, or make payments to, or for the benefit of, Directors and ex-Directors of the Company or their dependants or connections.

(S) To distribute any property of the Company in specie among the Members.

(T) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £10,000,000 divided into 10,000,000 shares of £1.00 each with power to increase or to divide the shares in the capital for the time being, into different classes having such rights, privileges and advantages as to voting and otherwise as the Articles of Association may from time to time prescribe.

The subscriber to this Memorandum of Association, wishes to be formed into a Company pursuant to this Memorandum; and agrees to take the number of Shares shown opposite the subscriber's name

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NAME AND ADDRESS OF SUBSCRIBER	Number of shares taken by the subscriber
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INGENIOUS HOLDINGS LIMITED 12 NEW FETTER LANE LONDON EC4A 1AG	100
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DATED



THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- OF -

## **IB PARTNER 38 LIMITED**

### **1 PRELIMINARY**

- 1.1 The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052) and as further amended by the Companies Act 1985 (Electronic Communications) Order 2000 (SI 2000 No. 3373) (such Table being hereinafter called "**Table A**") shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the articles hereinafter contained shall be the articles of association of the Company.
- 1.2 In these articles the following expressions shall have the following meanings:
- |                     |   |
|---------------------|---|
| <b>"Act"</b>        | the Companies Act 1985, but so that any reference in these articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force; and |
| <b>"electronic"</b> | actuated by electric, magnetic, electro-magnetic, electro-chemical or electro-mechanical energy and "by electronic means" means by any manner only capable of being so actuated.  |

### **2 ALLOTMENT OF SHARES**

- 2.1 Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the directors who may (subject to section 80 of the Act and to article 2.3 below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.
- 2.2 In accordance with section 91(1) of the Act sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.
- 2.3 The directors are generally and unconditionally authorised for the purposes of section 80 of the Act to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period.

The authority hereby given may at any time (subject to the said section 80) be renewed, revoked or varied by ordinary resolution.

### **3 SHARES**

- 3.1 The lien conferred by regulation 8 in Table A shall attach also to fully paid-up shares, 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 person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Regulation 8 in Table A shall be modified accordingly.
- 3.2 The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of regulation 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

### **4 GENERAL MEETINGS AND RESOLUTIONS**

- 4.1 Every notice convening a general meeting shall comply with the provisions of section 372(3) of the Act as to giving information to members in regard to their right to appoint proxies; and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the directors and to the auditors for the time being of the Company.
- 4.2 No business shall be transacted at any general meeting unless a quorum is present. Subject to article 4.3 below, two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.
- 4.3 If and for so long as the Company has only one member, that member present in person or by proxy or (if that member is a corporation) by a duly authorised representative shall be a quorum.
- 4.4 If a quorum is not present within half an hour from the time appointed for a general meeting the general meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the directors may determine; and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefor such adjourned general meeting shall be dissolved.
- 4.5 Regulations 40 and 41 in Table A shall not apply to the Company.
- 4.6 If and for so long as the Company has only one member and that member takes any decision which is required to be taken in general meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in general meeting, subject as provided in article 4.8 below.
- 4.7 Any decision taken by a sole member pursuant to article 4.6 above shall be recorded in writing and delivered by that member to the Company for entry in the Company's minute book.
- 4.8 Resolutions under section 303 of the Act for the removal of a director before the expiration of his period of office and under section 391 of the Act for the removal of an

auditor before the expiration of his period of office shall only be considered by the Company in general meeting.

- 4.9 A member present at a meeting by proxy shall be entitled to speak at the meeting and shall be entitled to one vote on a show of hands. In any case where the same person is appointed proxy for more than one member he shall on a show of hands have as many votes as the number of members for whom he is proxy. Regulation 54 in Table A shall be modified accordingly.
- 4.10 Unless resolved by ordinary resolution that regulation 62 in Table A shall apply without modification, the instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may be deposited at the place specified in regulation 62 in Table A up to the commencement of the meeting or (in any case where a poll is taken otherwise than at the meeting) of the taking of the poll or may be handed to the chairman of the meeting prior to the commencement of the business of the meeting.

## **5 APPOINTMENT OF DIRECTORS**

- 5.1 Regulation 64 in Table A shall not apply to the Company.
- 5.2 The maximum number and minimum number respectively of the directors may be determined from time to time by ordinary resolution. Subject to and in default of any such determination there shall be no maximum number of directors and the minimum number of directors shall be one. Whenever the minimum number of directors is one, a sole director shall have authority to exercise all the powers and discretions by Table A and by these articles expressed to be vested in the directors generally, and regulation 89 in Table A shall be modified accordingly.
- 5.3 The directors shall not be required to retire by rotation and regulations 73 to 80 (inclusive) in Table A shall not apply to the Company.
- 5.4 No person shall be appointed a director at any general meeting unless either:
- 5.4.1 he is recommended by the directors; or
  - 5.4.2 not less than fourteen nor more than thirty-five clear days before the date appointed for the general meeting, notice signed by a member qualified to vote at the general meeting has been given to the Company of the intention to propose that person for appointment, together with notice signed by that person of his willingness to be appointed.
- 5.5 Subject to article 5.4 above, the Company may by ordinary resolution appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director.
- 5.6 The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number determined in accordance with article 5.2 above as the maximum number of directors and for the time being in force.
- 5.7 Notwithstanding any other provision of these articles, a majority in number of the members having a right to attend and vote at a general meeting may, by memorandum in writing signed by or on behalf of them and delivered to the Company's registered office or tendered at a meeting of the directors or at a general meeting of the Company,

at any time and from time to time appoint any person to be a director (either to fill a vacancy or as an additional director) or remove any director from office (no matter how such director was appointed).

## **6 BORROWING POWERS**

The directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

## **7 ALTERNATE DIRECTORS**

7.1 Unless otherwise determined by the Company in general meeting by ordinary resolution an alternate director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of regulation 66 in Table A shall be modified accordingly.

7.2 A director, or any such other person as is mentioned in regulation 65 in Table A, may act as an alternate director to represent more than one director, and an alternate director shall be entitled at any meeting of the directors or of any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present.

## **8 GRATUITIES AND PENSIONS**

8.1 The directors may exercise the powers of the Company conferred by its Memorandum of Association in relation to the payment of pensions, gratuities and other benefits and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

8.2 Regulation 87 in Table A shall not apply to the Company.

## **9 PROCEEDINGS OF DIRECTORS**

9.1 A director may vote, at any meeting of the directors or of any committee of the directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.

9.2 Each director shall comply with his obligations to disclose his interest in contracts under section 317 of the Act.

9.3 Regulations 94 to 97 (inclusive) in Table A shall not apply to the Company.

## **10 THE SEAL**

- 10.1 If the Company has a seal it shall only be used with the authority of the directors or of a committee of directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or second director. The obligation under regulation 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Regulation 101 in Table A shall not apply to the Company.
- 10.2 The Company may exercise the powers conferred by section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the directors.

## **11 NOTICES**

- 11.1 Without prejudice to regulations 112 to 116 inclusive in Table A, the Company may give notice to a member by electronic means provided that:
- 11.1.1 the member has given his consent in writing to receiving notice communicated by electronic means and in such consent has set out an address to which the notice shall be sent by electronic means; and
- 11.1.2 the electronic means used by the Company enables the member concerned to read the text of the notice.
- 11.2 A notice given to a member personally or in a form permitted by article 11.1 above shall be deemed to be given on the earlier of the day on which it is delivered personally and the day on which it was despatched by electronic means, as the case may be.
- 11.3 Regulation 115 in Table A shall not apply to a notice delivered personally or in a form permitted by article 11.1 above.

## **12 PROTECTION FROM LIABILITY**

- 12.1 For the purposes of this Article a "**Liability**" is any loss or liability incurred by a person in connection with any negligence, default, breach of duty or breach of trust by him in relation to the Company or otherwise in connection with his duties, powers or office in relation to the Company and "**Associated Company**" shall bear the meaning referred to in section 309A(6) of the Act.
- 12.2 Subject to the provisions of the Act and without prejudice to any protection from liability which may otherwise apply:
- 12.2.1 the directors shall have power to purchase and maintain for any director of the Company, any director of an Associated Company, any auditor of the Company and any officer of the Company (not being a director or auditor of the Company), insurance against any Liability; and
- 12.2.2 every director and every officer of the Company (not being a director or auditor of the Company) shall be indemnified out of the assets of the Company against any Liability which he may sustain or incur in or about the execution and discharge of the duties of his office or otherwise in relation thereto, including any loss or liability incurred by him in defending any proceedings in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from any Liability.

12.3 This Article shall only have effect in so far as its provisions are not avoided by sections 309A and 309B of the Act.

12.4 Regulation 118 in Table A shall not apply to the Company.

### **13 TRANSFER OF SHARES**

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

### **14 MEETINGS**

14.1 A person in communication by electronic means with the chairman and with all other parties to a meeting of the directors or of a committee of the directors shall be regarded for all purposes as personally attending such a meeting provided that but only for so long as at such a meeting he has the ability to communicate interactively and simultaneously with all other parties attending the meeting including all persons attending by electronic means.

14.2 A meeting at which one or more of the directors attends by electronic means is deemed to be held at such place as the directors shall at the said meeting resolve. In the absence of a resolution as aforesaid, the meeting shall be deemed to be held at the place, if any, where a majority of the directors attending the meeting are physically present, or in default of such a majority, the place at which the chairman of the meeting is physically present.

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NAME AND ADDRESS OF SUBSCRIBER

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INGENIOUS HOLDINGS LIMITED  
12 NEW FETTER LANE  
LONDON  
EC4A 1AG

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DATED