

Company No 06027620

THE COMPANIES ACT 2006

PUBLIC COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
of
INGENIOUS BROADCASTING 38 PLC
(the Company)

Passed: 10 September 2010

At a general meeting of the Company, duly convened and held at 12 00 pm on 10 September 2010 at 15 Golden Square, London W1F 9JG the following resolution was unanimously passed as a special resolution

Articles of Association

- 1 THAT the articles of association of the Company, be and are hereby amended
- (a) to take account of the changes in company law brought about by the Companies Act 2006,
 - (b) to include provisions to enable the Company to operate the conflicts of interest regime, and
 - (c) by the deletion of all of the provisions of the Company's memorandum of association which, by virtue of section 28 of the Companies Act 2006, are to be treated as provisions of the Company's articles of association

In each case as set out in the amended articles of association produced to the meeting and, for the purpose of identification, initialled by the chairman



Sarah Cruickshank

Company Secretary

Date 10 September 2010

WEDNESDAY



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15/09/2010

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COMPANIES HOUSE