

DAVIES PRODUCTION LIMITED
Company number 6027638
(the Company)

We, the undersigned, being the sole member for the time being of the Company entitled to attend and vote at a general meeting hereby pass the following resolution as a written resolution in accordance with section 281 of the Companies Act 2006.

RE-REGISTRATION AS A PUBLIC COMPANY

It is resolved that pursuant to provisions of section 43(1)(a) of the Companies Act 1985 (the **Act**), the Company be re-registered as a public company, that the name of the Company be changed to Ingenious Broadcasting 43 plc and that pursuant to section 43(2)(a) and (b) of the Act the Memorandum of Association of the Company be thereupon altered as follows:

a) by deleting the existing clause 1 and substituting therefore the following clauses to be numbered 1 and 2:

"1. The name of the company is Ingenious Broadcasting 43 plc.

2. The Company is to be a public company."

b) by re-numbering the existing clauses 2, 3, 4 and 5 as 3, 4, 5 and 6 respectively and that pursuant to section 43(2)(c) of the Act the Articles of Association of the Company annexed hereto and, for the purpose of identification initialled by the secretary of the Company, be approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.



FOR & ON BEHALF OF INGENIOUS HOLDINGS LIMITED

26 January 2009



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