

COMPANIES ACT 2006
SPECIAL RESOLUTION ON CHANGE OF NAME

Company number: 04086466

Existing company name: RCD1 LIMITED

At an ~~Annual General Meeting~~* / General meeting* (*delete as appropriate)
of the members of the above named company, duly convened and held
at:

THE NORTHERN & SHELL BUILDING

NUMBER 10, LOWER THAMES STREET, LONDON EC3R 6EN

On the 6TH day of DECEMBER 2010

That the name of the company be changed to:

New name: NORTHERN & SHELL MEDIA GROUP LIMITED

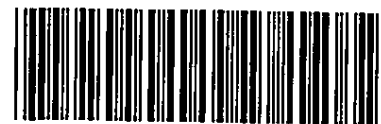
Signed: [Signature]

*Director / secretary / ~~CG Manager~~ (if appropriate) / administrator / administrative receiver /
receiver manager / receiver, on behalf of the company
(*delete as appropriate)

Notes:

- This form is for use by PLC's or private companies who choose to hold Annual General Meetings or general meetings for the purpose of a special resolution
- A copy of the resolution must be delivered to Companies House within 15 days of it being passed
£50 same day
- A fee of ~~£10~~ is required to change the name (cheques made payable to "Companies House")
- Have you checked whether the name is available at www.companieshouse.gov.uk ?
- Please provide the name and address to which the certificate is to be sent

TUESDAY



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07/12/2010

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COMPANIES HOUSE



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4086466

The Registrar of Companies for England and Wales hereby certifies that under the Companies Act 2006:

RCD1 LIMITED

a company incorporated as private limited by shares; having its registered office situated in England/Wales; has changed its name to:

NORTHERN & SHELL MEDIA GROUP LIMITED

Given at Companies House on **7th December 2010**



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES